

**11 January 2017**

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

Dear Sir/Madam

**Appendix 3Y**

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: *Director Disclosure of Interests and Transactions in Securities – Obligations of Listed Entities*, 3P Learning provides the following response in relation to the late lodgement of the attached Appendix 3Y.

1. Mr Amos elected to participate in the Dividend Reinvestment Plan (DRP) that was available in connection with the final dividend for FY2015. However, due to an administrative oversight, the shares that were subsequently issued to Mr Amos under the DRP were overlooked and the change in his relevant interest was not reported within the timeframe required.
2. 3P Learning Directors are aware that any change in a notifiable interest, whether direct or indirect, must be notified to the Company Secretary.
3. 3P Learning considers that the current arrangements in place are adequate and are being enforced and that the failure to do so on this occasion was due to an oversight.

However, to avoid a repeat, the Company will remind all relevant personnel of the Company's obligations under listing rule 3.19A. The Company has also placed a watch on all Director related holdings through its share registry, to generate alerts in response to movements in those holdings, and the Company will review its existing procedures to identify any areas that may benefit from improvement.

Yours sincerely



**Jonathan Kenny**  
**Company Secretary and Chief Financial Officer**

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	<b>3P Learning Limited (3PL)</b>
<b>ABN</b>	<b>50 103 827 836</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Roger Michael Amos
<b>Date of last notice</b>	24 February 2016

### **Part 1 - Change of director's relevant interests in securities**

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	n/a
<b>Date of change</b>	22 October 2015
<b>No. of securities held prior to change</b>	31,992 <i>(as disclosed in the most recent Appendix 3Y lodged on 24/02/2016)</i>
<b>Class</b>	Fully paid ordinary shares
<b>Number acquired</b>	78
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$2.1922
<b>No. of securities held after change</b>	32,070

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+ See chapter 19 for defined terms.

## Appendix 3Y

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<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of shares under the Company's dividend reinvestment plan
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## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	n/a
<b>Nature of interest</b>	n/a
<b>Name of registered holder (if issued securities)</b>	n/a
<b>Date of change</b>	n/a
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	n/a
<b>Interest acquired</b>	n/a
<b>Interest disposed</b>	n/a
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	n/a
<b>Interest after change</b>	n/a

## Part 3 – <sup>+</sup>Closed period

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	n/a
<b>If prior written clearance was provided, on what date was this provided?</b>	n/a

<sup>+</sup> See chapter 19 for defined terms.