

# Appendix 1A

## ASX Listing Application and Agreement

*This form is required by listing rule 1.7 to be used by an entity seeking admission to the <sup>+</sup>official list as an ASX Listing (for classification as an ASX Debt Listing use Appendix 1B and for classification as an ASX Foreign Exempt Listing use Appendix 1C).*

*All entity's seeking admission to the <sup>+</sup>official list as an ASX Listing must also provide to ASX the information and documents referred to in the Information Form and Checklist (ASX Listing) published on the ASX website.*

*The Appendix 1A and the Information Form and Checklist (ASX Listing) given to ASX become ASX's property and will be made public by way of release on ASX Markets Announcement Platform. Supporting documents may also be made public. This may occur prior to admission of the entity and <sup>+</sup>quotation of its <sup>+</sup>securities. If it does, publication does not mean that the entity will be admitted or that its <sup>+</sup>securities will be quoted.*

Name of entity

ABN/ARBN/ARSN

**3P Learning Limited**

**ACN 103 827 836**

**We (the entity named above) apply for admission to the <sup>+</sup>official list of ASX Limited (ASX) as an ASX Listing and for <sup>+</sup>quotation of the following <sup>+</sup>securities:**

	Number to be quoted	+Class
<sup>+</sup> Main class of <sup>+</sup> securities	134,800,000	Ordinary
Additional <sup>+</sup> classes of <sup>+</sup> securities to be quoted (if any) [Do not include <sup>+</sup> CDIs]	Not applicable	Not applicable

We agree:

1. Our admission to the <sup>+</sup>official list and classification as an ASX Listing is in ASX's absolute discretion. ASX may admit us on any conditions it decides. <sup>+</sup>Quotation of our <sup>+</sup>securities is in ASX's absolute discretion. ASX may quote our <sup>+</sup>securities on any conditions it decides. Our removal from the <sup>+</sup>official list, the suspension or ending of <sup>+</sup>quotation of our <sup>+</sup>securities, or a change in the category of our admission is in ASX's absolute discretion. ASX is entitled immediately to suspend <sup>+</sup>quotation of our <sup>+</sup>securities or remove us from the <sup>+</sup>official list if we break this agreement, but the absolute discretion of ASX is not limited.
2. We warrant the following to ASX:
  - The issue of the <sup>+</sup>securities to be quoted complies with the law and is not for an illegal purpose.
  - The <sup>+</sup>securities to be quoted comply with listing rule 2.1 and there is no reason why the <sup>+</sup>securities should not be granted <sup>+</sup>quotation.

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

- An offer of the <sup>+</sup>securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 and section 1016E of the Corporations Act do not apply to any applications received by us in relation to any <sup>+</sup>securities to be quoted and that no-one has any right to return any <sup>+</sup>securities to be quoted under sections 601MB(1), 737, 738, 992A, 992AA or 1016F of the Corporations Act at the time that we request that the <sup>+</sup>securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the <sup>+</sup>securities to be quoted under section 1019B of the Corporations Act at the time that we request that the <sup>+</sup>securities be quoted.
3. We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of the warranties in this agreement.
  4. We give ASX the information and documents required by this form, including the information and documents referred to in the *Information Form and Checklist (ASX Listing)* published on the ASX website. If any information or document is not available now, we will give it to ASX before <sup>+</sup>quotation of the <sup>+</sup>securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (or will be) true and complete.
  5. We will comply with the listing rules that are in force from time to time, even if <sup>+</sup>quotation of our <sup>+</sup>securities is deferred, suspended or subject to a <sup>+</sup>trading halt.
  6. The listing rules are to be interpreted:
    - in accordance with their spirit, intention and purpose;
    - by looking beyond form to substance; and
    - in a way that best promotes the principles on which the listing rules are based.
  7. ASX has discretion to take no action in response to a breach of a listing rule. ASX may also waive a listing rule (except one that specifies that ASX will not waive it) either on our application or of its own accord on any conditions. ASX may at any time vary or revoke a decision on our application or of its own accord.
  8. A document given to ASX by an entity, or on its behalf, becomes and remains the property of ASX to deal with as it wishes, including copying, storing in a retrieval system, transmitting to the public, and publishing any part of the document and permitting others to do so. The documents include a document given to ASX in support of the listing application or in compliance with the listing rules.
  9. In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.
  10. Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's <sup>+</sup>securities cannot be approved under the operating rules of the <sup>+</sup>approved CS facility:

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

- We will satisfy the <sup>+</sup>technical and performance requirements of the <sup>+</sup>approved CS facility and meet any other requirements the <sup>+</sup>approved CS facility imposes in connection with approval of our <sup>+</sup>securities.
- When <sup>+</sup>securities are issued we will enter them in the <sup>+</sup>approved CS facility's subregister holding of the applicant before they are quoted, if the applicant instructs us on the application form to do so.
- The <sup>+</sup>approved CS facility is irrevocably authorised to establish and administer a subregister in respect of the <sup>+</sup>securities for which <sup>+</sup>quotation is sought.

11. Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's <sup>+</sup>securities cannot be approved under the operating rules of the <sup>+</sup>approved CS facility, we confirm that either:

we have given a copy of this application to the <sup>+</sup>approved CS facility in accordance with the operating rules of the <sup>+</sup>approved CS facility ; or

we ask ASX to forward a copy of this application to the <sup>+</sup>approved CS facility.

12. In the case of an entity established in a jurisdiction whose laws have the effect that the entity's <sup>+</sup>securities cannot be approved under the operating rules of the <sup>+</sup>approved CS facility:

- The <sup>+</sup>approved CS facility is irrevocably authorised to establish and administer a subregister in respect of <sup>+</sup>CDIs.
- We will make sure that <sup>+</sup>CDIs are issued over <sup>+</sup>securities if the holder of quoted <sup>+</sup>securities asks for <sup>+</sup>CDIs.

13. In the case of an entity established in a jurisdiction whose laws have the effect that the entity's <sup>+</sup>securities cannot be approved under the operating rules of the <sup>+</sup>approved CS facility:

we have given a copy of this application to the approved CS facility in accordance with the operating rules of the <sup>+</sup>approved CS facility; or

we ask ASX to forward a copy of this application to the <sup>+</sup>approved CS facility.

Dated: 19/6/2014

Executed as a deed:

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

EXECUTED by 3P LEARNING )  
LIMITED (ACN 103 827 836) in )  
accordance with section 127(1) of the )  
Corporations Act 2001 (Cwlth) by )  
authority of its directors: )



Signature of director )

TIM POWER )

Name of director (block letters) )



Signature of director/company )  
secretary\* )

\*delete whichever is not applicable )

JONATHAN KENNY )

Name of director/company secretary\* )  
(block letters) )

\*delete whichever is not applicable )

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

# Information Form and Checklist

## (ASX Listing)

Name of entity

ABN/ARBN/ARSN

3P Learning Limited

ACN 103 827 836

**We (the entity named above) supply the following information and documents to support our application for admission to the official list of ASX Limited (ASX) as an ASX Listing.**

***Note:** the entity warrants in its Appendix 1A ASX Listing Application and Agreement that the information and documents referred to in this Information Form and Checklist are (or will be) true and complete and indemnifies ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of that warranty.*

*Any Annexures to this Information Form and Checklist form part of the Information Form and Checklist and are covered by the warranty referred to above.*

*Terms used in this Information Form and Checklist and in any Annexures have the same meaning as in the ASX Listing Rules.*

## Part 1 – Key Information

**Instructions:** please complete each applicable item below. If an item is not applicable, please mark it as "N/A".

### All entities – corporate details<sup>1</sup>

Place of incorporation or establishment	NSW
Date of incorporation or establishment	21 February 2003
Legislation under which incorporated or established	Corporations Act 2001 (Cwlth)
Address of registered office in place of incorporation or establishment	Level 18 124 Walker Street North Sydney NSW 2000
Main business activity	Information technology, software & services
Other exchanges on which the entity is listed	N/A
Street address of principal administrative office	Level 18 124 Walker Street North Sydney NSW 2000
Postal address of principal administrative office	As above

<sup>1</sup> If the entity applying for admission to the official list is a stapled structure, please provide these details for each entity comprising the stapled structure.

Telephone number of principal administrative office	1300 850 331
E-mail address for investor enquiries	registrars@linkmarketservices.com.au
Website URL	http://www.3plearning.com/

### All entities – management details<sup>2</sup>

Full name and title of CEO/managing director	Timothy Wheaton Power, CEO
Full name and title of chairperson of directors	Samuel Scott Weiss, Independent Non-executive Chairman.
Full names of all existing directors	Timothy Wheaton Power Samuel Scott Weiss Roger Michael Amos Claire Elizabeth Hatton
Full names of any persons proposed to be appointed as additional or replacement directors	N/A
Full name and title of company secretary	Jonathan Kenny Chief Financial Officer and Company Secretary

### All entities – ASX contact details<sup>3</sup>

Full name and title of ASX contact(s)	Jonathan Kenny, Chief Financial Officer and Company Secretary
Business address of ASX contact(s)	Level 18 124 Walker Street North Sydney NSW 2000
Business phone number of ASX contact(s)	+61 9019 2860
Mobile phone number of ASX contact(s)	+61 438 663 883
Email address of ASX contact(s)	jonathan.kenny@3plearning.com

<sup>2</sup> If the entity applying for admission to the official list is a trust, enter the management details for the responsible entity of the trust.

<sup>3</sup> Under Listing Rule 1.1 Condition 12, a listed entity must appoint a person responsible for communication with ASX. You can appoint more than one person to cater for situations where the primary nominated contact is not available.

#### All entities – auditor details<sup>4</sup>

Full name of auditor	Ernst & Young
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#### All entities – registry details<sup>5</sup>

Name of securities registry	Link Market Services Limited
Address of securities registry	Level 12 680 George Street Sydney NSW 2000
Phone number of securities registry	1300 554 474  The allocated number for the entity is as follows:  1800 132 875 (within Australia) +61 1800 132 875 (outside Australia)
Fax number of securities registry	02 9287 0303
Email address of securities registry	registrars@linkmarketservices.com.au
Type of subregisters the entity will operate <sup>6</sup>	CHESS and issuer sponsored subregister

#### All entities – key dates

Annual balance date	30 June
Month in which annual meeting is usually held (or intended to be held) <sup>7</sup>	October
Months in which dividends or distributions are usually paid (or are intended to be paid)	Payment of dividends will be at the discretion of the directors and will a function of a number of factors, described in section 4.10 ('Dividend Policy') of the offer document (prospectus) at page 84. It is the current intention of the directors to pay final dividends in respect of full years ending 30 June each year, with the first dividend payable being the final dividend for FY2015.

#### Trusts – additional details

Name of responsible entity	N/A
Duration of appointment of directors of responsible entity	N/A

<sup>4</sup> In certain cases, ASX may require the applicant to provide information about the qualifications and experience of its auditor for release to the market before quotation commences (Guidance Note 1 section 2.8).

<sup>5</sup> If the entity has different registries for different classes of securities, please indicate clearly which registry details apply to which class of securities.

<sup>6</sup> Example: CHESS and issuer sponsored subregisters.

<sup>7</sup> May not apply to some trusts.

Full names of the members of the compliance committee (if any)	N/A
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**Entities incorporated or established outside Australia – additional details**

Name and address of the entity's Australian agent for service of process	N/A
If the entity has or intends to have a certificated subregister for quoted securities, the location of the Australian subregister	N/A
Address of registered office in Australia (if any)	N/A

**Entities listed or to be listed on another exchange or exchanges**

Name of the other exchange(s) where the entity is or proposes to be listed	N/A
Is the ASX listing intended to be the entity's primary or secondary listing	N/A



## Part 2 – Checklist Confirming Compliance with Admission Requirements

**Instructions:** please indicate in the “Location/Confirmation” column for each item below and in any Annexures where the information or document referred to in that item is to be found (eg in the case of information, the specific page reference in the Offer Document where that information is located or, in the case of a document, the folder tab number where that document is located). If the item asks for confirmation of a matter, you may simply enter “Confirmed” in the “Location/Confirmation” column. If an item is not applicable, please mark it as “N/A”.

In this regard, it will greatly assist ASX and speed up its review of the application if the various documents referred to in this Checklist and any Annexures (other than the 25 copies of the applicant’s Offer Document referred to in item 4) are provided in a folder separated by numbered tabs and if the entity’s constitution and copies of all material contracts are provided both in hard copy and in electronic format.

Note that completion of this Checklist and any Annexures is not to be taken to represent that the entity is necessarily in full or substantial compliance with the ASX Listing Rules or that ASX will admit the entity to its official list. Admission to the official list is in ASX’s absolute discretion and ASX may refuse admission without giving any reasons (see Listing Rule 1.19).

A reference in this Checklist and in any Annexures to the “Offer Document” means the listing prospectus, product disclosure statement or information memorandum lodged by the applicant with ASX pursuant to Listing Rule 1.1 Condition 3.

If the applicant lodges a supplementary or replacement prospectus, product disclosure statement or information memorandum with ASX, ASX may require it to update this Checklist and any Annexures by reference to that document.

### All entities – key supporting documents

No	Item	Location/Confirmation
1.	A copy of the entity’s certificate of incorporation, certificate of registration or other evidence of status (including any change of name)	<p>See Annexure A.</p> <p>The certificate of incorporation of Scaffold Education Pty Ltd and the certificate of registration on change of name to 3P Learning Pty Ltd are each attached.</p> <p>A copy of the certificate of registration, issued to 3P Learning Limited on its conversion from a private to a public company on 29 May 2014, is attached.</p>
2.	A copy of the entity’s constitution (Listing Rule 1.1 Condition 1A) <sup>8</sup>	See Annexure B
3.	Either: (a) confirmation that the entity’s constitution includes the provisions of Appendix 15A or Appendix 15B (as applicable); or (b) a completed checklist that the constitution complies with the Listing Rules (Listing Rule 1.1 Condition 2) <sup>9</sup>	Article 1.7 of the constitution includes the provisions of Appendix 15A (see Annexure B)
4.	An electronic version and 25 copies of the Offer Document, as lodged with ASIC (Listing Rule 1.1 Condition 3)	25 copies of the prospectus and an electronic version of the prospectus lodged with ASIC will be provided to ASX on the date of lodgement.
5.	If the entity’s corporate governance statement <sup>10</sup> is included in its Offer Document, the page reference where it is included. Otherwise, a copy of the entity’s corporate governance statement (Listing Rule 1.1 Condition 13)	See section 6.4.1 (“ASX Principles”) of the prospectus, at page 99.

<sup>8</sup> It will assist ASX if the copy of the constitution is provided both in hard copy and in electronic format.

<sup>9</sup> An electronic copy of the checklist is available from the ASX Compliance Downloads page on ASX’s website.

<sup>10</sup> The entity’s “corporate governance statement” is the statement disclosing the extent to which the entity will follow, as at the date of its admission to the official list, the recommendations set by the ASX Corporate Governance Council. If the entity does not intend to follow all the recommendations on its admission to the official list, the entity must separately identify each recommendation that will not be followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it intends to adopt in lieu of the recommendation.

N°	Item	Location/Confirmation
6.	If the entity will be included in the S & P All Ordinaries Index on admission to the official list, <sup>11</sup> where in its Offer Document does it state that it will have an audit committee (Listing Rule 1.1 Condition 13)	3P has established an Audit and Risk Committee. See section 6.4.4 (“Audit and Risk Committee”) of the prospectus at page 100.
7.	If the entity will be included in the S & P / ASX 300 Index on admission to the official list, <sup>12</sup> where in its Offer Document does it state that it will comply with the recommendations set by the ASX Corporate Governance Council in relation to composition and operation of the audit committee (Listing Rule 1.1 Condition 13)	<p data-bbox="997 414 1394 504">See section 6.4.4 (“Audit and Risk Committee”) of the prospectus at page 100.</p> <p data-bbox="997 537 1394 728">The Audit and Risk Committee consists only of non-executive directors, being Samuel Scott Weiss, Roger Michael Amos and Claire Elizabeth Hatton. A majority of the Audit and Risk Committee are independent directors.</p> <p data-bbox="997 761 1394 851">The Committee is chaired by an independent director, who is not the chair of the board.</p>
8.	Original executed agreement with ASX that documents may be given to ASX and authenticated electronically (Listing Rule 1.1 Condition 14) <sup>13</sup>	See Annexure C.
9.	If the entity’s trading policy is included in its Offer Document, the page reference where it is included. Otherwise, a copy of the entity’s trading policy (Listing Rule 1.1 Condition 15)	See section 6.4.6 (“Corporate governance policies”) of the prospectus at pages 100 to 101.
10.	If the entity will be included in the S & P / ASX 300 Index on admission to the official list, <sup>14</sup> where in its Offer Document does it state that it will have a remuneration committee comprised solely of non-executive directors (Listing Rule 1.1 Condition 16)	<p data-bbox="997 1142 1394 1243">See section 6.4.5 (“Nomination and Remuneration Committee”) of the prospectus at page 100.</p> <p data-bbox="997 1265 1394 1456">3P has established a Nomination and Remuneration Committee. In accordance with Listing Rule 1.1, Condition 16, the Nomination and Remuneration Committee is comprised solely of non-executive directors.</p> <p data-bbox="997 1489 1394 1612">Members of the Nomination and Remuneration Committee are Samuel Scott Weiss, Roger Michael Amos and Claire Elizabeth Hatton.</p>

<sup>11</sup> If the entity is unsure whether they will be included in the S & P All Ordinaries Index on admission to the official list, they should contact ASX or S & P.

<sup>12</sup> If the entity is unsure whether they will be included in the S & P / ASX 300 Index on admission to the official list, they should contact ASX or S & P.

<sup>13</sup> An electronic copy of the *ASX Online Agreement* is available from the ASX Compliance Downloads page on ASX’s website.

<sup>14</sup> If the entity is unsure whether they will be included in the S & P / ASX 300 Index on admission to the official list, they should contact ASX or S & P.

Nº Item	Location/Confirmation
11. For each director or proposed director, <sup>15</sup> a list of the countries in which they have resided over the past 10 years (Listing Rule 1.1 Condition 17 and Guidance Note 1 section 3.15) <sup>16</sup>	<p>Timothy Wheaton Power – United Kingdom &amp; Australia</p> <p>Samuel Scott Weiss – Australia</p> <p>Roger Michael Amos - Australia</p> <p>Claire Elizabeth Hatton – United Kingdom &amp; Australia</p>
12. For each director or proposed director who is or has in the past 10 years been a resident of Australia, an original or certified true copy of a national criminal history check obtained from the Australian Federal Police, a State or Territory police service or a broker accredited by CrimTrac which is not more than 12 months old (Listing Rule 1.1 Condition 17 and Guidance Note 1 section 3.15)	See Annexure D.
13. For each director or proposed director who is or has in the past 10 years been a resident of a country other than Australia, an original or certified true copy of an equivalent national criminal history check to that mentioned in item 12 above for each country in which the director has resided over the past 10 years (in English or together with a certified English translation) which is not more than 12 months old or, if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been convicted in that country of: (a) any criminal offence involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of director's duties; or (b) any other criminal offence which at the time carried a maximum term of imprisonment of five years or more (regardless of the period, if any, for which he or she was sentenced), or, if that is not the case, a statement to that effect and a detailed explanation of the circumstances involved (Listing Rule 1.1 Condition 17 and Guidance Note 1 section 3.15)	See Annexure E.
14. For each director or proposed director who is or has in the past 10 years been a resident of Australia, an original or certified true copy of a search of the Australian Financial Security Authority National Personal Insolvency Index which is not more than 12 months old (Listing Rule 1.1 Condition 17 and Guidance Note 1 section 3.15)	See Annexure F.
15. For each director or proposed director who is or has in the past 10 years been a resident of a country other than Australia, an original or certified true copy of an equivalent national bankruptcy check to that mentioned in item 14 above for each country in which the director has resided over the past 10 years (in English or together with a certified English translation) which is not more than 12 months old or if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been declared a bankrupt or been an insolvent under administration in that country or, if that is not the case, a statement to that effect and a detailed explanation of the circumstances involved (Listing Rule 1.1 Condition 17 and Guidance Note 1 section 3.15)	See Annexure G.

<sup>15</sup> If the entity applying for admission to the official list is a trust, references in items 11, 12, 13, 14 and 15 to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

<sup>16</sup> The information referred to in items 11, 12, 13, 14 and 15 is required so that ASX can be satisfied that the director or proposed director is of good fame and character under Listing Rule 1 Condition 17.

N° Item	Location/Confirmation
<p>16. A statutory declaration from each director or proposed director confirming that:</p> <ul style="list-style-type: none"> <li>(a) the director has not been the subject of any criminal or civil penalty proceedings or other enforcement action by any government agency in which he or she was found to have engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;</li> <li>(b) the director has not been refused membership of, or had their membership suspended or cancelled by, any professional body on the ground that he or she has engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;</li> <li>(c) the director has not been the subject of any disciplinary action (including any censure, monetary penalty or banning order) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with his or her obligations as a director of a listed entity;</li> <li>(d) no listed entity of which he or she was a director (or, in the case of a listed trust, in respect of which he or she was a director of the responsible entity) at the time of the relevant conduct has been the subject of any disciplinary action (including any censure, monetary penalty, suspension of trading or termination of listing) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with its obligations under the Listing Rules applicable to that entity; and</li> <li>(e) the director is not aware of any pending or threatened investigation or enquiry by a government agency, professional body, securities exchange or other authority responsible for regulating securities markets that could lead to proceedings or action of the type described in (a), (b), (c) or (d) above,</li> </ul> <p>or, if the director is not able to give such confirmation, a statement to that effect and a detailed explanation of the circumstances involved (Listing Rule 1.1 Condition 17 and Guidance Note 1 section 3.15)</p>	<p>See Annexure H.</p>
<p>17. A specimen certificate/holding statement for each class of securities to be quoted or a specimen holding statement for CDIs (as applicable)</p>	<p>See Annexure I.</p>
<p>18. Payment for the initial listing fee.<sup>17</sup> Refer to ASX Guidance Notes 15 and 15A for the fees payable on the application. You can also use the ASX online equity listing fees calculator: <a href="http://www.asx.com.au/professionals/cost-listing.htm">http://www.asx.com.au/professionals/cost-listing.htm</a></p>	<p>The initial listing fee will be provided separately.</p>

<sup>17</sup> Payment can be made either by cheque made payable to ASX Operations Pty Ltd or by electronic funds transfer to the following account:

Bank: National Australia Bank  
Account Name: ASX Operations Pty Ltd  
BSB: 082 057  
A/C: 494728375  
Swift Code (Overseas Customers): NATAAU3202S

If payment is made by electronic funds transfer, please email your remittance advice to [ar@asx.com.au](mailto:ar@asx.com.au) or fax it to (612) 9227-0553, describing the payment as the "initial listing fee" and including the name of the entity applying for admission, the ASX home branch where the entity has lodged its application (ie Sydney, Melbourne or Perth) and the amount paid.

**All entities – capital structure**

<p>19. Where in the Offer Document is there a table showing the existing and proposed capital structure of the entity, broken down as follows:</p> <ul style="list-style-type: none"> <li>(a) the number and class of each equity security and each debt security currently on issue; and</li> <li>(b) the number and class of each equity security and each debt security proposed to be issued between the date of this application and the date the entity is admitted to the official list; and</li> <li>(c) the resulting total number of each class of equity security and debt security proposed to be on issue at the date the entity is admitted to the official list; and</li> <li>(d) the number and class of each equity security proposed to be issued following admission in accordance with material contracts or agreements?</li> </ul> <p>Note: This applies whether the securities are quoted or not. If the entity is proposing to issue a minimum, maximum or oversubscription number of securities, the table should be presented to disclose each scenario.</p>	<p>All shares are fully paid ordinary shares in the capital of 3P, as defined in the “Share” definition of Appendix A of the prospectus, at page 149.</p> <p>See section 7.1.8 (“Shareholding structure”) of the prospectus at page 105. The table includes references to equity securities.</p> <p>There are currently no debt securities on issue. There will not be any debt securities on issue on the date of admission.</p>
<p>20. For each class of securities referred to in the table mentioned in item 19, where in the Offer Document does it disclose the terms applicable to those securities?</p> <p>Note: This applies whether the securities are quoted or not.</p> <p>For equity securities (other than options to acquire unissued securities or convertible debt securities), this should state whether they are fully paid or partly paid; if they are partly paid, the amount paid up and the amount owing per security; voting rights; rights to dividends or distributions; and conversion terms (if applicable).</p> <p>For options to acquire unissued securities, this should state the number outstanding, exercise prices and expiry dates.</p> <p>For debt securities or convertible debt securities, this should state their nominal or face value; rate of interest; dates of payment of interest; date and terms of redemption; and conversion terms (if applicable).</p>	<p>See section 9.6 (“Summary of rights and liabilities attaching to Shares and other material provisions of the Constitution”) of the prospectus at pages 127 to 129.</p> <p>All shares on issue at the time of commencement of normal trading will be ordinary shares in Company and will carry the rights set out in the constitution with respect to ordinary shares.</p> <p>Note: a share restructure will occur shortly after commencement of conditional listing. See section 7.1.4 (“Restructure during Conditional Listing”) of the prospectus at page 104.</p>
<p>21. If the entity has granted, or proposes to grant, any rights to any person, or to any class of persons (other than through the holding of securities referred to in the table mentioned in item 19), to participate in an issue of the entity’s securities, where in the Offer Document are details of those rights set out?</p>	<p>See section 7.4 (“Employee Gift Offer”) of the prospectus at pages 109 to 110, for details of the employee gift offer.</p>
<p>22. Details of all issues of securities (in all classes) in the last 5 years and the consideration received by the entity for such issues</p>	<p>See Annexure J.</p>
<p>23. A copy of every prospectus, product disclosure statement or information memorandum issued by the entity in connection with any issue of securities (in all classes) in the last 5 years</p>	<p>N/A</p>
<p>24. A copy of any court order in relation to a reorganisation of the entity’s capital in the last 5 years</p>	<p>N/A</p>

N° Item	Location/Confirmation
25. Where in the Offer Document does it confirm that the issue/sale price of all securities for which the entity seeks quotation is at least 20 cents in cash (Listing Rule 2.1 Condition 2)?	Confirmed.  See “Key Offer statistics” of the prospectus at page 3; and section 7.2 (“Terms and conditions of the Offer”) of the prospectus at pages 106 to 107.
26. If the entity has or proposes to have any options on issue, where in the Offer Document does it confirm that the exercise price for each underlying security is at least 20 cents in cash (Listing Rule 1.1 Condition 11)?	Not applicable – 3P does not have, and does not propose to have any options on issue.  See section 9.5 (“Employee and executive incentive plans”) of the prospectus at page 127, for information relating to current and proposed incentive plans.
27. If the entity has any partly paid securities and it is not a no liability company, where in the Offer Document does it disclose the entity’s call program, including the date and amount of each proposed call and whether it allows for any extension for payment of a call (Listing Rule 2.1 Condition 4)?	N/A
28. If the entity’s free float at the time of listing is less than 10%, where in the Offer Document does it outline the entity’s plans to increase that percentage to at least 10% and the timeframe over which it intends to do that (Guidance Note 1 sections 3.1 and 3.3)?	N/A
29. If the entity has or proposes to have any debt securities or convertible debt securities on issue, a copy of any trust deed applicable to those securities	N/A.
30. Is the entity is proposing to offer any securities by way of a bookbuild? If so, please enter “Confirmed” in the column to the right to indicate that the entity is aware of the disclosure requirements for bookbuilds in the Annexure to Guidance Note 1	Confirmed.

**All entities – other information and documents**

31. Where in the Offer Document is there a description of the history of the entity?	See section 3.1.1 (“Company history”) of the Prospectus at page 32.
32. Where in the Offer Document is there a description of the entity’s existing and proposed activities and level of operations?	See section 3 (“Company Overview”) of the prospectus at pages 31 to 46.
33. Where in the Offer Document is there a description of the key features of the entity’s business model (ie how it makes or intends to make a return for investors or otherwise achieve its objectives)?	See section 3.3 (“Business model”) of the Prospectus at pages 39 to 41.
34. Where in the Offer Document is there a description of the material business risks the entity faces?	See section 5 (“Risks”) of the Prospectus at pages 86 to 92. Specifically, see section 5.1 (“Risks specific to an investment in 3P”) at pages 86 to 91.

N° Item	Location/Confirmation
<p>35. If the entity has any child entities, where in the Offer Document is there a list of all child entities stating, in each case, the name, the nature of its business and the entity's percentage holding in it?</p>	<p>See section 9.3 ("Corporate Structure") of the prospectus, at page 126, for a corporate structure diagram of the Company and its child entities.</p> <p>Distribution is handled by the subsidiaries described in section 9.9.1 ("Distribution arrangements with subsidiaries") of the prospectus, at page 133.</p> <p>Into Science develops the Into Science online science product – which is described in section 3.2.4 ("Overview of IntoScience") of the prospectus, at page 36.</p> <p>3P International Holdings Pty Ltd is the sole distributor of products including Mathletics and Spellodrome in South Africa ("Whatiph Business"). See section 9.8.3 ("Whatiph acquisition (South Africa)") of the prospectus, at page 132 for more information on the acquisition of the Whatiph Business.</p> <p>PEG Learning Pty Limited has no material business, and accordingly there is no disclosure relating to PEG in the prospectus.</p>
<p>36. If the entity has any investments in associated entities for which it will apply equity accounting, where in the Offer Document is there a list of all associated entities stating, in each case, the name, the nature of its business and the entity's percentage holding in it?</p>	<p>N/A</p>
<p>37. Where in the Offer Document is there a description of the entity's proposed dividend/distribution policy?</p>	<p>See section 4.10 ("Dividend Policy") of the prospectus at pages 84.</p>
<p>38. Does the entity have or propose to have a dividend or distribution reinvestment plan?</p>	<p>No</p>
<p>If so, where are the existence and main terms of the plan disclosed in the Offer Document?</p>	<p>N/A</p>
<p>A copy of the terms of the plan</p>	<p>N/A</p>

N°	Item	Location/Confirmation
39.	Does the entity have or propose to have an employee incentive scheme?	<p>3P proposes to implement short term and long term employee incentive schemes, effective on or after 1 July 2015. The terms of these schemes have not yet been determined. A previous incentive scheme has been unwound in preparation for IPO.</p> <p>See section 6.3.2.2 (“Payments and bonuses upon listing”) of the prospectus at page 96, for details of the IPO bonus arrangements.</p>
	If so, where are the existence and main terms of the scheme disclosed in the Offer Document?	<p>See section 9.5 (“Employee and executive incentive plans”) of the prospectus at page 127 for information relating to incentive plans.</p>
	Where in the Offer Document is there a statement as to whether directors <sup>18</sup> are entitled to participate in the scheme and, if they are, the extent to which they currently participate or are proposed to participate?	<p>See section 9.5 (“Employee and executive incentive plans”) of prospectus, at page 127 and other related party arrangements referred to in item 41.</p> <p>Timothy Wheaton Power participated in the previous incentive plan, and is entitled to participate in future plans, and the IPO bonus arrangement (see above).</p> <p>The company has incentive packages for certain individuals. See executive incentive arrangements, in section 6.3.2.5 (“Executive employment arrangements”) of the prospectus, at page 98.</p>
	A copy of the terms of the scheme	<p>N/A</p>
40.	Has the entity entered into any material contracts (including any underwriting agreement relating to the securities to be quoted on ASX)? <sup>19</sup>	<p>Yes, 3P has entered into material contracts, including an underwriting agreement.</p>
	If so, where are the existence and main terms of those material contracts disclosed in the Offer Document?	<p>The following material contracts are referred to in the prospectus:</p> <ol style="list-style-type: none"> <li>1. Underwriting Agreement at sections 7.8 and 9.10 (“Underwriting Agreement”) of the prospectus, at pages 113 and 133 to 136.</li> <li>2. Blake Group members copyright fee</li> </ol>

<sup>18</sup> If the entity applying for admission to the official list is a trust, references to a director mean a director of the responsible entity of the trust.

<sup>19</sup> It will assist ASX if the material contracts are provided both in hard copy and in electronic format.



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assignment deed at section 9.7.3 (“Release from obligations to pay copyright fees”) of the prospectus, at page 131.

3. Voluntary Escrow Deed at section 9.4 (“Escrow arrangements”) of the prospectus, at pages 126 to 127.

4. Clickview and VEA Video agreements at section 9.7.2 (“Clickview and VEA Video agreements”) of the prospectus, at page 131.

5. Reading Eggs Reseller Agreement and trademark licence at section 9.7.1 (“Sales agency agreement with the Blake Group”) of the prospectus, at page 130.

6. Restated and amended limited liability partnership agreement (Mathletics LLP) at section 9.8.1 (“Mathletics limited liability partnership agreement) of the prospectus, at page 131.

7. Into Science acquisition documents at section 9.8.2 (“Into Science acquisition”) of the prospectus, at page 132.

8. Whatiph acquisition documents at section 9.8.3 (“Whatiph acquisition (South Africa)”) of the prospectus, at page 132.

9. Macquarie foundation sponsorship agreement for the World Education Games at section 9.8.4 (“Sponsorship for the World Education Games by Macquarie”) of the prospectus, at page 132.

10. Services Agreement with Mathletics LLP (India) at section 9.8.5 (“Services agreement with Mathletics LLP”) of the prospectus, at page 132.

11. 3P SaleCo Deed Poll and Deed of Indemnity at section 7.1.5 (“Exit by Selling Shareholders”) of the prospectus, at pages 104 to 105.

Copies of all of the material contracts referred to in the Offer Document

See Annexure K for copies of the material contracts.

N°	Item	Location/Confirmation
41.	<p>If the following information is included in the Offer Document, the page reference where it is included. Otherwise, either a summary of the material terms of, or a copy of, any employment, service or consultancy agreement the entity or a child entity has entered into with:</p> <p>(a) its chief executive officer (or equivalent)  (b) any of its directors or proposed directors; or  (c) any other person or entity who is a related party of the persons referred to in (a) or (b) above (Listing Rule 3.16.4).</p> <p>Note: if the entity applying for admission to the official list is a trust, references to a chief executive officer, director or proposed director mean a chief executive officer, director or proposed director of the responsible entity of the trust. However, the entity need not provide a summary of the material terms of, or a copy of, any employment, service or consultancy agreement the responsible entity or a related entity has entered into with any of the persons referred to in (a), (b) or (c) above if the costs associated with the agreement are borne by the responsible entity or the related entity from out of its own funds rather than from out of the trust.</p>	<p>See section 6.3.2.5 (“Executive employment arrangements”) of the prospectus at page 98 for a summary of the Chief Executive Officer’s employment arrangements.</p>
42.	<p>Please enter “Confirmed” in the column to the right to indicate that the material contracts summarised in the Offer Document include, in addition to those mentioned in item 41, any other material contract(s) the entity or a child entity has entered into with:</p> <p>(a) its chief executive officer (or equivalent)  (b) any of its directors or proposed directors; or  (c) any other person or entity who is a related party of the persons referred to in (a) or (b) above</p>	<p>Confirmed.</p> <p>See section 9.8 (“Material contracts”) of the prospectus at pages 131 to 132; and section 9.7 (“Related party arrangements”) of the prospectus at pages 130 to 131.</p>
43.	<p>Please enter “Confirmed” in the column to the right to indicate that all information that a reasonable person would expect to have a material effect on the price or value of the securities to be quoted is included in or provided with this Information Form and Checklist</p>	<p>Confirmed.</p>
44.	<p>A copy of the entity’s most recent annual report</p>	<p>N/A</p>

**Entities that are trusts**

45.	<p>Evidence that the entity is a registered managed investment scheme (Listing Rule 1.1 Condition 5)</p>	<p>N/A</p>
46.	<p>Please enter “Confirmed” in the column to the right to indicate that the responsible entity is not under an obligation to allow a security holder to withdraw from the trust (Listing Rule 1.1 Condition 5)</p>	<p>N/A</p>

**Entities applying under the profit test (Listing Rule 1.2)**

47.	<p>Evidence that the entity is a going concern or the successor of a going concern (Listing Rule 1.2.1)</p>	<p>Confirmed.</p> <p>See Annexure L - audited consolidated historical financial statements (FY11, FY12 and FY13).</p>
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N°	Item	Location/Confirmation
48.	Evidence that the entity has been in the same main business activity for the last 3 full financial years (Listing Rule 1.2.2)	<p>Confirmed.</p> <p>See Annexure L.</p> <p>See section 3 ("Company Overview) of the prospectus at pages 31 to 46.</p> <p>See financial information, section 4.3 ("Consolidated historical and forecast income statements") of the prospectus at pages 53 to 58.</p>
49.	Audited accounts for the last 3 full financial years and audit reports (Listing Rule 1.2.3(a))	See Annexure L.
50.	If last financial year ended more than 8 months before the date of this application, accounts for the last half year (or longer period if available) and audit report or review (Listing Rule 1.2.3(b))	See Annexure M - consolidated half yearly financial statements (unaudited) for 31 December 2013 (with December 2012 comparable information) together with review statement; and consolidated (unaudited) management accounts for the actual 12 month period ending 30 April 2014.
51.	A pro forma statement of financial position and review (Listing Rule 1.2.3(c)) <sup>20</sup>	See sections 4.3 to 4.6 of the prospectus at pages 53 to 65.
52.	Evidence that the entity's aggregated profit from continuing operations for the last 3 full financial years has been at least \$1 million (Listing Rule 1.2.4)	<p>Confirmed on a consolidated basis. See attached financial statements in Annexure L.</p> <p>See table 4.1, section 4.3.1 ("Pro Forma Historical, Pro Forma Forecast and Statutory Forecast Income Statements") of the prospectus at page 53.</p>
53.	Evidence that the entity's profit from continuing operations in the past 12 months to a date no more than 2 months before the date of this application has exceeded \$400,000 (Listing Rule 1.2.5)	<p>Confirmed on a consolidated basis.</p> <p>See Annexure M.</p>
54.	A statement from all directors <sup>21</sup> confirming that they have made enquiries and nothing has come to their attention to suggest that the entity is not continuing to earn profit from continuing operations up to the date of the application (Listing Rule 1.2.5A)	See Annexure N.

<sup>20</sup> Note: the review must be conducted by a registered company auditor (or if the entity is a foreign entity, an overseas equivalent of a registered company auditor) or independent accountant.

<sup>21</sup> If the entity applying for admission to the official list is a trust, the statement should come from all directors of the responsible entity of the trust.

**Entities applying under the assets test (Listing Rule 1.3)**

<p>55. Evidence that the entity:</p> <p>(a) has, if the entity that is not an investment entity, net tangible assets of at least \$3 million (after deducting the costs of fund raising) or a market capitalisation of at least \$10 million; or</p> <p>(b) has, if the entity that is an investment entity other than pooled development fund, net tangible assets of at least \$15 million; or</p> <p>(c) is a pooled development fund with net tangible assets of at least \$2 million (Listing Rule 1.3.1 and 1.3.1A)</p>	N/A
<p>56. Evidence that:</p> <p>(a) at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash;<sup>22</sup> or</p> <p>(b) there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (Listing Rule 1.3.2)</p>	N/A
<p>57. Is there a statement in the Offer Document that there is enough working capital to carry out the entity's stated objectives.</p> <p>If so, where is it?</p> <p>If not, attach a statement by an independent expert confirming that the entity has enough working capital to carry out its stated objectives (Listing Rule 1.3.3(a))?</p>	N/A
<p>58. Evidence that the entity's working capital is at least \$1.5 million or, if it is not, that it would be at least \$1.5 million if the entity's budgeted revenue for the first full financial year that ends after listing was included in the working capital (Listing Rule 1.3.3(b))?<sup>23</sup></p>	N/A
<p>59. Accounts for the last 3 full financial years (or shorter period if ASX agrees) and the audit report or review or a statement that the accounts are not audited or not reviewed (Listing Rule 1.3.5(a) first bullet point)</p>	N/A
<p>60. If last financial year ended more than 8 months before the date of this application, accounts for the last half year (or longer period if available) and the audit report or review or a statement that the half year accounts not audited or not reviewed (Listing Rule 1.3.5(a) second bullet point)</p>	N/A
<p>61. A pro forma statement of financial position and review (Listing Rule 1.3.5(c))<sup>24</sup></p>	N/A

<sup>22</sup> In deciding if an entity's total tangible assets are in a form readily convertible to cash, ASX would normally not treat inventories or receivables as readily convertible to cash.

<sup>23</sup> For mining exploration entities and oil and gas exploration entities, the amount must be available after allowing for the first full financial year's budgeted administration costs and the cost of acquiring plant, equipment, mining tenements and/or petroleum tenements. The cost of acquiring mining tenements and/or petroleum tenements includes the cost of acquiring and exercising an option over them.

<sup>24</sup> Note: the review must be conducted by a registered company auditor (or if the Entity is a foreign entity, an overseas equivalent of a registered company auditor) or independent accountant.

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**Entities with restricted securities**

62. A statement setting out a list of any person (either on their own or together with associates) who has held a relevant interest in at least 10% of the entity's voting securities at any time in the 12 months before the date of this application	Not applicable – no ASX Restricted Securities (subject to ASX determination).  Voluntary escrow arrangements do apply as described in section 9.4 ('Escrow arrangements') of the prospectus at pages 126 to 127.
63. A completed ASX Restricted Securities Table <sup>25</sup>	N/A.
64. Copies of all restriction agreements (Appendix 9A) entered into in relation to restricted securities <sup>26</sup>	N/A.
65. Copies of all undertakings issued by any bank, recognised trustee or the provider of registry services to the entity in relation to such restriction agreements	N/A.

<sup>25</sup> An electronic copy of the ASX Restricted Securities Table is available from the ASX Compliance Downloads page on ASX's website.

<sup>26</sup> Note: ASX will advise which restricted securities are required to be escrowed under Listing Rule 9.1.3 as part of the admission and quotation decision. If properly completed restriction agreements and related undertakings have not been provided for all such securities advised by ASX, that will need to be rectified prior to admission occurring and quotation commencing.

**Entities (other than mining exploration entities and oil and gas exploration entities) with classified assets<sup>27</sup>**

66. Within the 2 years preceding the date of the entity's application for admission to the official list, has the entity acquired, or entered into an agreement to acquire, a classified asset?

N/A.

If so, where in the Offer Document does it disclose:

- the date of the acquisition or agreement;
- full details of the classified asset, including any title particulars;
- the name of the vendor;
- if the vendor was not the beneficial owner of the classified asset at the date of the acquisition or agreement, the name of the beneficial owner(s);
- details of the relationship between the vendor (or, if the vendor was not the beneficial owner of the tenement at the date of the acquisition or agreement, between the beneficial owner(s)) and the entity or any related party or promoter of the entity; and
- details of the purchase price paid or payable and all other consideration (whether legally enforceable or not) passing directly or indirectly to the vendor.

N/A.

Is the vendor (or, if the vendor was not the beneficial owner of the classified asset at the date of the acquisition or agreement, is any of the beneficial owner(s)) a related party or promoter of the entity?

If so, please enter "Confirmed" in the column to the right to indicate that the consideration paid by the entity for the classified asset was solely restricted securities, save to the extent it involved the reimbursement of expenditure incurred in developing the classified asset<sup>28</sup> or the entity was not required to apply the restrictions in Appendix 9B under Listing Rule 9.1.3 (Listing Rule 1.1 Condition 10)

N/A.

Please also provide a copy of the agreement(s) relating to the acquisition entered into by the entity and any expert's report or valuation obtained by the entity in relation to the acquisition

N/A.

**Mining entities**

67. A completed Appendix 1A Information Form and Checklist Annexure I (Mining Entities)<sup>29</sup>

N/A.

<sup>27</sup> A "classified asset" is defined in Listing Rule 19.12 as:

- (a) an interest in a mining exploration area or oil and gas exploration area or similar tenement or interest;
- (b) an interest in intangible property that is substantially speculative or unproven, or has not been profitably exploited for at least three years, and which entitles the entity to develop, manufacture, market or distribute the property;
- (c) an interest in an asset which, in ASX's opinion, cannot readily be valued; or
- (d) an interest in an entity the substantial proportion of whose assets (held directly, or through a controlled entity) is property of the type referred to in paragraphs (a), (b) and (c) above.

<sup>28</sup> ASX may require evidence to support expenditure claims.

<sup>29</sup> An electronic copy of Appendix 1A Information Form and Checklist Annexure I (Mining Entities) is available from the ASX Compliance Downloads page on ASX's website.

N°	Item	Location/Confirmation
<b>Oil and gas entities</b>		
68.	A completed Appendix 1A Information Form and Checklist Annexure II (Oil and Gas Entities) <sup>30</sup>	N/A.
<b>Entities incorporated or established outside of Australia</b>		
69.	A completed Appendix 1A Information Form and Checklist Annexure III (Foreign Entities) <sup>31</sup>	N/A.
<b>Externally managed entities</b>		
70.	A completed Appendix 1A Information Form and Checklist Annexure IV (Externally Managed Entities) <sup>32</sup>	N/A.
<b>Stapled entities</b>		
71.	A completed Appendix 1A Information Form and Checklist Annexure V (Stapled Entities) <sup>33</sup>	N/A.

#### Further documents to be provided before admission to the official list

Please note that in addition to the information and documents mentioned above, all entities will be required to provide the following before their admission to the official list and the quotation of their securities commences:

- A statement setting out the names of the 20 largest holders in each class of securities to be quoted, and the number and percentage of each class of securities held by those holders;
- A distribution schedule of each class of equity securities to be quoted, setting out the number of holders in the categories:
  - 1 - 1,000
  - 1,001 - 5,000
  - 5,001 - 10,000
  - 10,001 - 100,000
  - 100,001 and over
- The number of holders of a parcel of securities (excluding restricted securities) with a value of more than \$2,000, based on the issue/sale price;
- Any outstanding restriction agreements (Appendix 9A) and related undertakings;<sup>34</sup> and
- Any other information that ASX may require under Listing Rule 1.17.<sup>35</sup>

<sup>30</sup> An electronic copy of Appendix 1A Information Form and Checklist Annexure II (Oil & Gas Entities) is available from the ASX Compliance Downloads page on ASX's website.

<sup>31</sup> An electronic copy of Appendix 1A Information Form and Checklist Annexure III (Foreign Entities) is available from the ASX Compliance Downloads page on ASX's website.

<sup>32</sup> An electronic copy of Appendix 1A Information Form and Checklist Annexure IV (Externally Managed Entities) is available from the ASX Compliance Downloads page on ASX's website.

<sup>33</sup> An electronic copy of Appendix 1A Information Form and Checklist Annexure V (Stapled Entities) is available from the ASX Compliance Downloads page on ASX's website.

<sup>34</sup> See note 26 above.

<sup>35</sup> Among other things, this information may include evidence (such as copies of the entity's share register, bank statements, application forms and cheques) to demonstrate compliance with the minimum spread requirements in Listing Rule 1 Condition 7.