



Wednesday, 9 July 14

## Pre-Quotation Disclosure

The following information is required to be provided to ASX Limited for release to the market in connection with the official quotation and conditional and deferred settlement trading of the fully paid ordinary shares (“**Shares**”) in 3P Learning Limited (“**3P**”).

Capitalised terms which have not otherwise been defined in this document have the meaning given to them in the prospectus lodged by 3P and 3P Learning SaleCo Limited (“**SaleCo**”) with the Australian Securities and Investments Commission on 19 June 2014 (“**Prospectus**”).

### **Basis of allocation and procedures for determining allocations**

The basis for allocation and the procedures by which Applicants may determine their precise allocation of Shares under the Offer are as follows:

- **Institutional Offer** – Allocations to Institutional Investors were determined pursuant to a Bookbuild. Successful applicants under the Institutional Offer have been advised of their allocations.
- **Broker Firm Offer** – it is a matter for Brokers as to how they allocate Shares amongst eligible retail clients. Applicants under the Broker Firm Offer are required to contact their Broker for further information.
- **Priority Offer** – 3P determined the allocation of Shares to applicants under the Priority Offer (provided that the allocations in aggregate did not exceed \$3.2million) and reserved the right to decline any application in whole or in part, without giving any reason, subject to the terms of the guaranteed minimum allocation of \$2,000 worth of Shares, or such other larger amount determined by 3P.
- **Employee Offer** – Allocations to employees were determined by the Lead Manager, in consultation with 3P.
- **Employee Gift Offer** – Allocations of \$1000 worth of Shares (rounded down to the nearest whole Share based on the Offer Price) were made to successful Employee Gift Offer Applicants.

Applicants can also confirm their allocation of Shares under the Offer, or make general enquiries regarding the Offer by contacting the 3P IPO Information Line on 1800 132 875 from 8.30am to 5.30pm Sydney time, Monday to Friday.

### **Conditions for Conditional Market**

The conditions for the conditional market are that:

- the 3P share capital restructure is completed, as disclosed in the Prospectus;
- the Shares to be sold by SaleCo under the Offer are transferred to SaleCo, as contemplated in the Prospectus, on the Settlement Date; and



- the Shares to be issued and transferred under the Offer are issued and transferred on the Issue and Transfer Date, as set out in the Prospectus.

It is expected that 3P will satisfy the last of these conditions by Monday, 14 July 2014.

### **Number of Shares issued under the Offer**

The number of Shares allocated under each component of the Offer are as follows:

- Institutional Offer – 99,340,201 Shares allocated under the Institutional Offer.
- Broker Firm Offer - 12,112,000 Shares allocated under the Broker Firm Offer.
- Priority Offer – 1,274,000 Shares allocated under the Priority Offer.
- Employee Offer – 318,083 Shares allocated under the Employee Offer.
- Employee Gift Offer – 50,000 Shares allocated under the Employee Gift Offer.

The total number of Shares to be issued or transferred under the Offer is 113,094,284.

The total number of Shares to be retained by Existing Shareholders is 21,720,376.

The total number of Shares to be quoted on Completion of the Offer is 134,814,660.

### **Escrow arrangements**

21,842,459 Shares are subject to voluntary escrow arrangements. The escrow period that is being applied is the period commencing on completion of the allotment of Shares under the Offer until the first trading day in Shares on ASX following the public announcement by 3P of its audited financial statements with respect to the financial year end 30 June 2015.

Separately, all of the 50,000 shares allotted under the Employee Gift Offer are subject to a holding lock, the details of which are set out in 9.15.2.2 of the Prospectus.

### **Despatch date**

The indicative date for:

- issuing and transferring Shares to Applicants under the Offer is Monday, 14 July 2014.
- refunding any money to Applicants who make an application and that is not accepted, or is scaled back, will be made as soon as possible after settlement of the Offer, but is expected to occur on Monday, 14 July 2014.
- the despatch of holding statements is Tuesday, 15 July 2014.

### **Indicative statement of largest 20 holders**



**3P Learning**

A place for schools and families to love learning.

**Tel:** +61 2 9019 2800

**Fax:** +61 2 8214 5869

**ABN:** 50 103 827 836

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An indicative statement setting out the names of the 20 largest holders of each class of securities to be quoted, including the number and percentage of each class of securities held by those holders is set out in **Attachment 1**.

### **Indicative distribution schedule**

An indicative distribution schedule of the numbers of holders in each class of securities to be quoted is set out in **Attachment 2**.

### **Corporate governance statement**

**Attachment 3** sets out a statement outlining the extent to which 3P will follow, as at the date of admission to the Official List of ASX, the recommendations set by the ASX Corporate Governance Council.

### **Pre-IPO dividend**

As disclosed in the Prospectus at section 7.1.4, Existing Shareholders and Selling Shareholders will receive payment of a pre-IPO dividend of \$12.5 million in respect of the operation of the 3P business prior to listing of 3P on the ASX.

The intended record date and payment date in relation to the pre-IPO dividend are as follows:

- record date - 3pm, Wednesday, 9 July 2014; and
- payment date - 4pm, Wednesday, 9 July 2014.

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## Interests of Directors

The table below sets out the expected interests of Directors in 3P's Shares (held either directly or indirectly) following issue and transfer of the Shares.

<b>Name of Director</b>	<b>Number of Shares</b>
Samuel Weiss	130,400 Shares
Timothy Power	3,036,472 Shares
Roger Amos	8,000 Shares
Claire Hatton	20,000 Shares



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## Attachment 1 – Indicative statement of largest 20 holders

No.	Shareholder	Shares	% of Shares
1	NATIONAL NOMINEES LIMITED	20,609,807	15.3%
2	JP MORGAN NOMINEES AUSTRALIA LIMITED	19,686,321	14.6%
3	CITICORP NOMINEES PTY LIMITED	18,711,129	13.9%
4	PASCAL EDUCATIONAL SERVICES	13,695,000	10.2%
5	RBC INVESTOR SERVICES AUSTRALIA NOMINEES PTY LIMITED	10,930,365	8.1%
6	UBS NOMINEES PTY LTD	7,444,782	5.5%
7	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 3	7,284,494	5.4%
8	BNP PARIBAS NOMS PTY LTD <DRP>	3,702,050	2.7%
9	BOND STREET CUSTODIANS LIMITED	3,571,701	2.6%
10	TIMOTHY POWER	3,036,472	2.3%
11	KATHERINE PIKE	2,381,376	1.8%
12	DEUTSCHE NOMINEES AUSTRALIA LIMITED	2,000,000	1.5%
13	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	1,481,376	1.1%
14	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	954,800	0.7%
15	BNP PARIBAS NOMS PTY LTD <AGENCY LENDING DRP A/C>	861,123	0.6%
16	BUTTONWOOD NOMINEES PTY LTD	852,253	0.6%
17	ARGO INVESTMENTS LIMITED	700,000	0.5%
18	WENDY BECKETT	519,248	0.4%
19	CREDIT SUISSE NOMINEES LIMITED	300,000	0.2%
20	BUSHELL NOMINEES PTY LTD	300,000	0.2%
<b>Top 20 holders of Shares</b>		<b>119,022,297</b>	<b>88.3%</b>
<b>Balance of Shares</b>		<b>15,792,363</b>	<b>11.7%</b>
<b>Total Shares on issue</b>		<b>134,814,660</b>	<b>100%</b>

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## Attachment 2 – Indicative distribution schedule

Category	Number of holders of Shares
1 to 1,000	85
1,001 to 5,000	46
5,001 to 10,000	64
10,001 to 100,000	185
100,001 and over	61
<b>Total</b>	<b>441</b>



## Attachment 3 – Corporate Governance Statement

### ASX Corporate Governance Council Principles and Recommendations (3<sup>rd</sup> Edition)

### Compliance by 3P

#### **Principle 1 – Lay solid foundations for management and oversight**

*A listed entity should establish and disclose the respective roles and responsibilities of board and management and how their performance is monitored and evaluated*

#### **Recommendation 1.1**

A listed entity should disclose the respective roles and responsibilities of its board and management; and those matters expressly reserved to the board and those delegated to management.

In accordance with the Board Charter, the Board has reserved to itself the following specific responsibilities:

- providing leadership and setting the strategic objectives of the company; and overseeing management’s implementation of those strategic objectives and performance generally;
- appointing the Chairperson (and deputy), the CEO, and senior executives;
- through the chairperson, overseeing the role of the company secretary;
- approving operating budgets and major capital expenditure;
- overseeing the integrity of 3P’s accounting and corporate reporting systems (including external audit);
- overseeing 3P’s process for making timely and balanced disclosure;
- ensuring 3P has in place an appropriate risk management framework and setting the risk appetite within which the Board expects management to operate;
- approving 3P’s remuneration framework; and
- monitoring the effectiveness of 3P’s governance practices.

The Board has delegated to the Chief Executive Officer (“**CEO**”) the authority to manage the day to day affairs of 3P and authority to control the affairs of 3P in relation to all matters other than those responsibilities reserved to itself in the Board Charter.

The CEO has authority to sub-delegate to the senior management team.

The Board Charter is available on the 3P website at: <http://www.3plearning.com/investors/governance/>.



ASX Corporate Governance Council Principles and Recommendations (3 <sup>rd</sup> Edition)	Compliance by 3P
<p><b>Recommendation 1.2</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director; and</li> <li>b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</li> </ul>	<p>One of the responsibilities of the Nomination and Remuneration Committee is to identify and make recommendations to the Board for the appointment of new Board candidates, having regard to their skills, experience and expertise.</p> <p>In doing so, the Board intends for appropriate checks to be undertaken in relation to that potential Board candidate. Any material information concerning that Board candidate will subsequently be disclosed to 3P shareholders as part of the election or re-election process of that Board candidate.</p>
<p><b>Recommendation 1.3</b></p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>All 3P directors and senior executives have entered into written appointment agreements with 3P.</p> <p>Specifically:</p> <ul style="list-style-type: none"> <li>• the non-executive directors have each executed a letter of appointment setting out the terms and conditions of their appointment; and</li> <li>• the executive director and senior executives of 3P have entered into service contracts, setting out the terms and conditions of their employment.</li> </ul>
<p><b>Recommendation 1.4</b></p> <p>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	<p>As set out in the Board Charter, the Company Secretary is accountable directly to the Board, through the chairperson, on all matters to do with the proper functioning of the Board.</p> <p>The Company Secretary is responsible for:</p> <ul style="list-style-type: none"> <li>• advising the Board and its committees on governance matters;</li> <li>• monitoring the Board and committee policy and procedures are followed;</li> <li>• coordinating the timely completion and dispatch of Board and committee papers;</li> <li>• ensuring the business at Board and committee meetings is accurately captured in the minutes; and</li> <li>• helping to organise and facilitate the induction and professional development of Directors and the Company Secretary.</li> </ul>
<p><b>Recommendation 1.5</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>a) have a diversity policy which includes</li> </ul>	<p>3P does not, at this time, have a separate diversity policy in place. However, the 3P Code of Conduct states that 3P is committed to ensuring a diverse work environment in which everyone is treated fairly</p>





ASX Corporate Governance Council Principles and Recommendations (3 <sup>rd</sup> Edition)	Compliance by 3P
<p>requirements for the board or a relevant committee of the board for achieving gender diversity and to assess annually both the objectives and the entity’s progress in achieving them;</p> <p>b) disclose that policy or a summary of it; and</p> <p>c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity’s diversity policy and its progress towards achieving them, and either:</p> <ol style="list-style-type: none"> <li>1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined “senior executive” for these purposes); or</li> <li>2) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in and published under that Act</li> </ol>	<p>and with respect and where everyone feels responsible for the reputation and performance of 3P.</p> <p>3P may consider adopting a diversity policy in the future which may, among other things, set measurable objectives for achieving gender diversity.</p> <p>If 3P proposes to adopt a separate diversity policy, it will disclose this to investors in a timely manner.</p>
<p><b>Recommendation 1.6</b></p> <p>A listed entity should:</p> <ol style="list-style-type: none"> <li>a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</li> <li>b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</li> </ol>	<p>In accordance with the Board Charter, each Director’s performance will be assessed when standing for re-election. Before each annual general meeting, the Chairperson of the Board will assess the performance of any Director standing for re-election and the Board will determine their recommendation to shareholders on the re-election of the Director (in the absence of the Director involved). The Board (excluding the Chairperson), will conduct the review of the Chairperson.</p> <p>In addition, each of the Audit and Risk Committee Charter and Nomination and Remuneration Committee Charter sets out when such reviews are to take place with respect to each Committee. Specifically:</p> <ul style="list-style-type: none"> <li>• the Audit and Risk Committee will review its performance from time to time.</li> <li>• the Nomination and Remuneration Committee will review its performance at least annually, or earlier if circumstances dictate.</li> <li>• both Committees will review their performance whenever there are major</li> </ul>



ASX Corporate Governance Council Principles and Recommendations (3 <sup>rd</sup> Edition)	Compliance by 3P
	<p>changes to the management structure of 3P.</p> <p>3P currently intends to disclose, at the relevant time, whether such a performance evaluation was undertaken in the relevant reporting period.</p>
<p><b>Recommendation 1.7</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>a) have and disclose a process for periodically evaluating the performance of its senior executives; and</li> <li>b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</li> </ul>	<p>In accordance with the Board Charter, 3P senior executive performance will be considered by the independent Directors in a meeting separate to the Board meetings. The Chairperson is responsible for ensuring independent Director meetings take place on a regular basis.</p> <p>3P currently intends to disclose, at the relevant time, whether a performance evaluation of senior executives was undertaken in the relevant reporting period.</p>
<p><b>Principle 2 – Structure the board to add value</b></p> <p><i>A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively</i></p>	
<p><b>Recommendation 2.1</b></p> <p>The board of a listed entity should:</p> <ul style="list-style-type: none"> <li>a) have a nomination committee which: <ul style="list-style-type: none"> <li>1) has at least three members, a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director; and disclose</li> <li>3) the charter of the committee;</li> <li>4) the members of the committee; and</li> <li>5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> </li> <li>b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</li> </ul>	<p>The Board has established a Nomination and Remuneration Committee, which has authority and power to exercise the roles and responsibilities granted to it under the Nomination and Remuneration Committee Charter, and any other resolutions of the Board from time to time.</p> <p>The Committee is currently comprised of 3 independent, non-executive Directors, being Samuel Weiss, Roger Amos and Claire Hatton.</p> <p>The Chairperson of the Committee, Samuel Weiss, is an independent Director.</p> <p>In accordance with the Nomination and Remuneration Committee Charter, the Committee will meet as frequently as required to perform its functions.</p> <p>3P currently intends to disclose, at the relevant time, the number of times the Committee met during the relevant reporting period, and the attendance of the members at those meetings.</p> <p>The Charter of the Committee is available on the 3P website at:  <a href="http://www.3plearning.com/investors/governance/">http://www.3plearning.com/investors/governance/</a></p>
<p><b>Recommendation 2.2</b></p> <p>A listed entity should have and disclose a board skills</p>	<p>The Board has not, at this time, adopted a board skills matrix. However, as set out in the Board</p>



ASX Corporate Governance Council Principles and Recommendations (3 <sup>rd</sup> Edition)	Compliance by 3P
<p>matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>Charter, 3P will seek to have directors with an appropriate range of skills, experience and expertise and an understanding of and competence to deal with current and emerging issues of the business. In addition, 3P's succession plans are designed to maintain an appropriate balance of skills, experience and expertise on the Board.</p>
<p><b>Recommendation 2.3</b></p> <p>A listed entity should disclose:</p> <ul style="list-style-type: none"> <li>a) the names of the directors considered by the board to be independent directors;</li> <li>b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</li> <li>c) the length of service of each director.</li> </ul>	<p>3P has disclosed in the Prospectus each Director which the Board considers to be independent, being, each of Samuel Weiss, Roger Amos and Claire Hatton. In addition, 3P has disclosed in the Prospectus the skills, relevant experience and period of office of each Director.</p> <p>The Board will regularly assess the independence of each Director in light of the interests disclosed by them. That assessment will be made at least annually at, or around the time, that the Board considers candidates for election to the Board, and each independent Director is required to provide the Board with all relevant information for this purpose.</p> <p>If the Board determines that a Director's independent status has changed, that determination will be disclosed to the market in a timely fashion.</p>
<p><b>Recommendation 2.4</b></p> <p>A majority of the board of a listed entity should be independent directors.</p>	<p>The Board comprises a majority of independent Directors. Out of the four Board members, Samuel Weiss, Roger Amos and Claire Hatton are each considered to be independent Directors.</p>
<p><b>Recommendation 2.5</b></p> <p>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>The Chairperson of the Board is Samuel Weiss, who is an independent, non-executive director.</p> <p>The CEO of 3P is Timothy Power.</p>
<p><b>Recommendation 2.6</b></p> <p>A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p>In accordance with the Board Charter, the Directors will be expected to participate in any induction or orientation programs on appointment, and any continuing education or training arranged for them.</p> <p>The Company Secretary will help to organise and facilitate the induction and professional development of Directors.</p>
<p><b>Principle 3 – Act ethically and responsibly</b></p> <p><i>A listed entity should act ethically and responsibly</i></p>	
<p><b>Recommendation 3.1</b></p> <p>A listed entity should:</p>	<p>The Board has adopted a Code of Conduct which sets out the values, commitments, ethical standards and policies of 3P and outlines the standards of</p>



ASX Corporate Governance Council Principles and Recommendations (3 <sup>rd</sup> Edition)	Compliance by 3P
<p>a) have a code of conduct for its directors, senior executives and employees; and</p> <p>b) disclose that code or a summary of it.</p>	<p>conduct expected of 3P's business and people, taking into account the 3P's legal and other obligations to its stakeholders</p> <p>The Code of Conduct applies to all Directors, as well as all officers, employees, contractors, consultants, other persons that act on behalf of 3P, and associates of 3P.</p> <p>The Code of Conduct is available on the 3P website at: <a href="http://www.3plearning.com/investors/governance/">http://www.3plearning.com/investors/governance/</a>.</p>
<p><b>Principle 4 – Safeguard integrity in corporate reporting</b></p> <p><i>A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.</i></p>	
<p><b>Recommendation 4.1</b></p> <p>The board of a listed entity should:</p> <p>a) have an audit committee which:</p> <ol style="list-style-type: none"> <li>1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director, who is not the chair of the board,</li> </ol> <p>and disclose:</p> <ol style="list-style-type: none"> <li>3) the charter of the committee;</li> <li>4) the relevant qualifications and experience of the members of the committee; and</li> <li>5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ol> <p>b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>The Board has established an Audit and Risk Committee. This Committee is responsible for, amongst other things, appointing the company's external auditors and overseeing the integrity of the company's financial reporting systems and financial statements.</p> <p>The Committee is currently comprised of 3 independent, non-executive Directors, being Roger Amos, Samuel Weiss and Claire Hatton.</p> <p>The Chairperson of the Committee, Roger Amos, is an independent Director.</p> <p>The Audit and Risk Committee Charter is available on the 3P website at: <a href="http://www.3plearning.com/investors/governance/">http://www.3plearning.com/investors/governance/</a>.</p> <p>The relevant qualifications and experience of Roger Amos, Samuel Weiss and Claire Hatton have been disclosed at section 6.1 of the Prospectus. An overview of their experience is also available on 3P's website at: <a href="http://www.3plearning.com/investors/directors/">http://www.3plearning.com/investors/directors/</a></p> <p>3P currently intends that it will disclose, at the relevant time, the number of times the Audit and Risk Committee met, and the attendance at those meetings, at the end of each relevant reporting period.</p>
<p><b>Recommendation 4.2</b></p> <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements</p>	<p>The Board has a process to receive written assurances from its CEO and Chief Financial Officer that the declarations that will be provided under section 295A of the Corporations Act 2001 (Cth) are founded on a system of risk management and internal control and that the system is operating in all material respects in relation to financial reporting</p>



ASX Corporate Governance Council Principles and Recommendations (3 <sup>rd</sup> Edition)	Compliance by 3P
<p>comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>risks.</p> <p>The Board will seek these assurances prior to approving the annual financial statements for all half year and full year results that follow.</p>
<p><b>Recommendation 4.3</b></p> <p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p>In accordance with the 3P Disclosure and Communication Policy, there is a requirement that the external auditor will attend the AGM and be available to answer questions about the conduct of the audit and the preparation and content of the auditor's report.</p>
<p><b>Principle 5 – make timely and balanced disclosure</b></p> <p><i>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities</i></p>	
<p><b>Recommendation 5.1</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</li> <li>b) disclose that policy or a summary of it.</li> </ul>	<p>The Board has adopted a Disclosure and Communication Policy, which sets out 3P's commitment to the objective of promoting investor confidence and the rights of shareholders by:</p> <ul style="list-style-type: none"> <li>• complying with the continuous disclosure obligations imposed by law;</li> <li>• ensuring that company announcements are presented in a factual, clear and balanced way;</li> <li>• ensuring that all shareholders have equal and timely access to material information concerning 3P; and</li> <li>• communicating effectively with shareholders and making it easy for them to participate in general meetings.</li> </ul> <p>The Disclosure and Communication Policy is available on 3P's website at:  <a href="http://www.3plearning.com/investors/governance/">http://www.3plearning.com/investors/governance/</a>.</p>
<p><b>Principle 6 – Respect the rights of security holders</b></p> <p><i>A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.</i></p>	
<p><b>Recommendation 6.1</b></p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>Information concerning 3P and its governance practices is available on the 3P website. Relevant sections of the 3P website include:</p> <ul style="list-style-type: none"> <li>• “about us” - which contains information and links to 3P products;</li> <li>• “Board of Directors” - which includes the</li> </ul>



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	<p>names, photographs and brief biographical information for each director and senior executive of 3P;</p> <ul style="list-style-type: none"> <li>• “Corporate governance” - which sets out all of the 3P Committee Charters and Policies, and also the 3P Constitution; and</li> <li>• “investor relations” - which includes, amongst other items, relevant reports and announcements made by 3P.</li> </ul> <p>The 3P URL is: <a href="http://www.3plearning.com">www.3plearning.com</a>.</p>
<p><b>Recommendation 6.2</b></p> <p>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	<p>The Board has adopted a Disclosure and Communication Policy which supports its commitment to effective communication with its shareholders. In addition, 3P intends to communicate with its shareholders:</p> <ul style="list-style-type: none"> <li>• by making timely market announcements;</li> <li>• by posting relevant information on to its website;</li> <li>• by inviting shareholders to make direct inquiries to 3P; and</li> <li>• through the use of general meetings.</li> </ul>
<p><b>Recommendation 6.3</b></p> <p>A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p>	<p>3P shareholders are encouraged to attend general meetings, and notice of such meetings will be given in accordance with the 3P Constitution, the Corporations Act 2001 (Cth), and the ASX Listing Rules.</p> <p>As set out in the 3P Constitution, shareholders may:</p> <ul style="list-style-type: none"> <li>• attend meetings in person;</li> <li>• appoint a proxy, attorney or representative to vote on their behalf; or</li> <li>• at the Directors’ determination, direct vote on the resolution(s) proposed at the relevant meeting.</li> </ul>
<p><b>Recommendation 6.4</b></p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>3P Shareholders may elect to receive information from 3P and its registry electronically. Otherwise, 3P and its registry will communicate by post with shareholders who have not elected to receive information electronically.</p>
<p><b>Principle 7 – Recognise and manage risk</b></p> <p><i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of</i></p>	



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*that framework.*

**Recommendation 7.1**

The board of a listed entity should:

- a) have a committee or committees to oversee risk, each of which:
  - 1) has at least three members, a majority of whom are independent directors; and
  - 2) is chaired by an independent director, and disclose:
    - 3) the charter of the committee;
    - 4) the members of the committee; and
    - 5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

The Board has established an Audit and Risk Committee to, amongst other things, ensure 3P has an effective risk management system in place and to manage key risk areas.

The Audit and Risk Committee is currently comprised of 3 independent, non-executive Directors, being, Roger Amos, Samuel Weiss and Claire Hatton.

The Chairman of the Audit and Risk Committee is Roger Amos, who is an independent Director.

3P currently intends that it will disclose, at the relevant time, the number of times the Committee met, and the attendance at those meetings, at the end of each reporting period.

The Audit and Risk Committee Charter is available on the 3P website at: <http://www.3plearning.com/investors/governance/>.

**Recommendation 7.2**

The board or a committee of the board should:

- a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and
- b) disclose, in relation to each reporting period, whether such a review has taken place.

In accordance with the Board Charter, the Board will ensure that 3P has in place an appropriate risk management framework and will set the appetite within which the Board expects management to operate.

Further, the Audit and Risk Committee Charter provides that the Audit and Risk Committee will, among other things, regularly review and update the risk profile and ensure that 3P has an effective risk management system.

As part of this process, the Board will review, at least annually, 3P's risk management framework in order to satisfy itself that it continues to be sound.

3P currently intends to disclose, at the relevant time, whether a review of 3P's risk management framework was undertaken during the relevant reporting period.

**Recommendation 7.3**

A listed entity should disclose:

- a) if it has an internal audit function, how the function is structured and what role it performs;

3P does not at this time, have an internal audit function. However, as set out in the Audit and Risk Committee Charter, the Committee has responsibility to ensure that 3P has appropriate internal audit systems and controls in place, and for overseeing the effectiveness of these internal controls. The



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<p>or</p> <p>b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>Committee is also responsible for conducting investigations of breaches or potential breaches of these internal controls.</p> <p>In addition, the Audit and Risk Committee is responsible for preparing a risk profile which describes the material risks facing 3P, regularly reviewing and updating this risk profile, and assessing and ensuring that there are internal controls in place for determining and managing key risks.</p>
<p><b>Recommendation 7.4</b></p> <p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>As set out in the Prospectus, 3P is subject to risk factors that are both specific to its business activities and that are of a more general nature. Specific risks disclosure is included in section 5 of the Prospectus.</p>
<p><b>Principle 8 – Remunerate fairly and responsibly</b></p> <p><i>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives to align their interests with the creation of value for security holders.</i></p>	
<p><b>Recommendation 8.1</b></p> <p>The board of a listed entity should:</p> <p>a) have a remuneration committee which:</p> <ol style="list-style-type: none"> <li>1) has at least three members, a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director, and disclose:</li> <li>3) the charter of the committee;</li> <li>4) the members of the committee; and</li> <li>5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ol> <p>b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>The Board has established a Nomination and Remuneration Committee. The Committee is responsible for developing, reviewing and making recommendations on:</p> <ul style="list-style-type: none"> <li>• 3P’s remuneration framework for directors, including the process by which any pool of directors fees approved by security holders is allocated to directors;</li> <li>• the remuneration packages to be awarded to senior executives;</li> <li>• equity based remuneration plans for senior executives and other employees; and</li> <li>• superannuation arrangements for directors, senior executives and other employees.</li> </ul> <p>The Nomination and Remuneration Committee is currently comprised of 3 independent, non-executive directors, being Samuel Weiss, Roger Amos and Claire Hatton.</p> <p>The Chairperson of the Nomination and Remuneration Committee is Samuel Weiss, who is an independent Director.</p> <p>3P currently intends that it will disclose, at the relevant time, the number of times the committee met, and the attendance at those meetings, at the</p>





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	<p>end of each reporting period.</p> <p>The Nomination and Remuneration Committee Charter is available on 3P's website at: <a href="http://www.3plearning.com/investors/governance/">http://www.3plearning.com/investors/governance/</a></p>
<p><b>Recommendation 8.2</b></p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>The policies regarding remuneration of non-executive directors and the remuneration and employment arrangements of executive directors are disclosed separately in the Prospectus.</p>
<p><b>Recommendation 8.3</b></p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <ul style="list-style-type: none"> <li>a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</li> <li>b) disclose that policy or a summary of it.</li> </ul>	<p>Under 3P's Trading Policy, certain designated persons are prohibited from entering into transactions or arrangements with anyone which could have the effect of limiting their exposure to risk relating to an element of their remuneration that:</p> <ul style="list-style-type: none"> <li>• has not vested; or</li> <li>• has vested but remains subject to a holding lock.</li> </ul> <p>In addition, 3P has a policy relating to certain designated persons prohibiting entering into margin lending arrangements relating to 3P's shares, prohibiting short term or speculative trading in 3P's shares or in financial products associated with 3P's securities and prohibiting dealing in financial products associated with 3P's securities.</p> <p>The 3P Trading Policy is available on the 3P website at: <a href="http://www.3plearning.com/investors/governance/">http://www.3plearning.com/investors/governance/</a>.</p>