



Monday, 14 July 14

Confirmation of fulfilment of conditions for conditional market

As announced on Wednesday, 9 July 2014, 3P Learning Limited ("**3P**") was admitted to the Official List of ASX on that day on a conditional and deferred settlement basis. As further announced in the 3P Pre-Quotation Disclosure on 9 July 2014, the conditions for the conditional market were that:

- the 3P share capital restructure is completed, as disclosed in the Prospectus;
- the Shares to be sold by 3P Learning SaleCo Limited ("**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,

(each a "**Condition**" and together the "**Conditions**").

3P announced to the market on Thursday, 10 July 2014 that the 3P share capital restructure was completed.

3P now confirms that:

- the Shares that were to be sold by SaleCo under the Offer were transferred to SaleCo on the Settlement Date, being Friday, 11 July 2014; and
- all Shares that were to be issued and transferred under the Offer, were issued and transferred on the Issue and Transfer Date, being Monday, 14 July 2014.

Despatch of Holding Statements and normal settlement trading

It is expected that Holding Statements will be despatched on Tuesday, 15 July 2014.

It is further expected that the Shares will commence trading on a normal settlement basis on Wednesday, 16 July 2014.

Jonathan Kenny
Company Secretary
3P Learning Limited