

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

Company Name/Scheme

3P Learning Limited

ACN/ARSN

103827836

1. Details of Substantial Holder (1)

Name

AustralianSuper Pty Ltd

ACN/ARSN (if applicable)

006 457 987

There was a change in the interests of the substantial holder on

18 / 11 / 2014

The previous notice was given to the company on

20 / 10 / 2014

The previous notice was dated

20 / 10 / 2014

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice |                  | Present notice |                  |
|-------------------------|-----------------|------------------|----------------|------------------|
|                         | Person's votes  | Voting power (5) | Person's votes | Voting power (5) |
| ORDINARY                | 6,855,122       | 5.08%            | 8,432,594      | 6.25             |
|                         |                 |                  |                |                  |

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|--------------------------------|----------------------|---|---|-------------------------|
| REFER ATTACHED |                                |                      |   |   |                         |
|                |                                |                      |   |   |                         |

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|
| AustralianSuper Pty Ltd     | JPMorgan Nominees Australia Ltd | JPMorgan Nominees Australia Ltd                | Shareholder                     | ORD<br>8,432,594               | 8,432,594      |



## 3P Learning Ltd

| Trade Des | Trade Date | Security N | Security C | Units   | Price    |
|-----------|------------|------------|------------|---------|----------|
| CONVER    | 18/08/2014 | 3P LEARNI  | BQ1WN52    | 3105329 | 0        |
| CONVER    | 18/08/2014 | 3P LEARNI  | BQ1WN52    | 3425854 | 0        |
| OS-PUR    | 16/10/2014 | 3P LEARNI  | BQ1WN52    | 73983   | 2.35     |
| OS-PUR    | 17/10/2014 | 3P LEARNI  | BQ1WN52    | 182983  | 2.35     |
| OS-PUR    | 20/10/2014 | 3P LEARNI  | BQ1WN52    | 66973   | 2.362    |
| OS-PUR    | 22/10/2014 | 3P LEARNI  | BQ1WN52    | 105408  | 2.3      |
| OS-PUR    | 27/10/2014 | 3P LEARNI  | BQ1WN52    | 40158   | 2.3498   |
| OS-PUR    | 29/10/2014 | 3P LEARNI  | BQ1WN52    | 53707   | 2.35     |
| OS-PUR    | 30/10/2014 | 3P LEARNI  | BQ1WN52    | 14521   | 2.39     |
| OS-PUR    | 3/11/2014  | 3P LEARNI  | BQ1WN52    | 44761   | 2.3699   |
| OS-PUR    | 4/11/2014  | 3P LEARNI  | BQ1WN52    | 256972  | 2.4943   |
| OS-PUR    | 5/11/2014  | 3P LEARNI  | BQ1WN52    | 44763   | 2.4799   |
| OS-PUR    | 6/11/2014  | 3P LEARNI  | BQ1WN52    | 411155  | 2.4      |
| OS-PUR    | 7/11/2014  | 3P LEARNI  | BQ1WN52    | 913     | 2.378795 |
| OS-PUR    | 12/11/2014 | 3P LEARNI  | BQ1WN52    | 235911  | 2.35     |
| OS-PUR    | 14/11/2014 | 3P LEARNI  | BQ1WN52    | 367634  | 2.36     |
| OS-PUR    | 17/11/2014 | 3P LEARNI  | BQ1WN52    | 1569    | 2.36     |
| OS-PUR    | 19/11/2014 | 3P LEARNI  | BQ1WN52    | 241986  | 2.4      |