

# Appendix 3X

## Initial Director's Interest Notice

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

Introduced 30/9/2001.

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

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Rebekah O'Flaherty
<b>Date of appointment</b>	1 June 2016

### Part 1 - Director's relevant interests in securities of which the director is the registered holder

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

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

<b>Number &amp; class of securities</b>
Nil

+ See chapter 19 for defined terms.

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**Part 2 – Director's relevant interests in securities of which the director is not the registered holder**

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

Name of holder & nature of interest	Number & class of Securities
Note: Provide details of the circumstances giving rise to the relevant interest.	Nil

**Part 3 – Director's interests in contracts**

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

<b>Detail of contract</b>	Executive Service Agreement dated 11 April 2016. Key terms summary attached to ASX Market Announcement dated 11 April 2016.
<b>Nature of interest</b>	Subject to Executive Service Agreement dated 11 April 2016, awards of performance rights made pursuant to the 3P Learning share based Long Term Incentive Plan.
<b>Name of registered holder (if issued securities)</b>	Not applicable
<b>No. and class of securities to which interest relates</b>	All performance rights awarded relate to ordinary shares in the Company. All awards are subject to shareholder approval and the terms and conditions of the Long Term Incentive Plan. Current awards comprise: <ul style="list-style-type: none"> <li>(i) Performance rights with a value equivalent to 50% of annual fixed remuneration excluding superannuation (such annual fixed remuneration, including superannuation being \$610,000);</li> <li>(ii) 400,000 performance rights subject to specific conditions relating to the Company share price; and</li> <li>(iii) 100,000 performance rights to be issued on 1 September 2019 provided the Director remains in the role of Chief Executive Officer of the Company.</li> </ul>

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+ See chapter 19 for defined terms.