

**Form 605**

Corporations Act 2001

Section 671B

**Notice of ceasing to be a substantial holder**To Company Name/Scheme 3P LEARNING LIMITED (ASX: 3PL)ACN/ARSN ACN 103 827 836**1. Details of substantial holder (1)**Name Wilson Asset Management Group (refer entities listed in Annexure A)

ACN/ARSN (if applicable) \_\_\_\_\_

The holder ceased to be a substantial holder on 07/08/2017The previous notice was given to the company on 05/07/2017The previous notice was dated 03/07/2017**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
<b>Annexure B</b>					

**3. Changes in association**

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
<b>N/A</b>	<b>N/A</b>

**4. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
<b>Wilson Asset Management Group (refer entities listed in Annexure A)</b>	<b>Refer to Annexure A</b>

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**Signature**

print name	Chris Stott	capacity	CIO
sign here		date	09/08/2017

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**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
  - (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
  - (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
  - (4) Include details of:
    - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
    - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
  - (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
  - (6) The voting shares of a company constitute one class unless divided into separate classes.
  - (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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## Annexure A

### Wilson Asset Management Group

#### 1. Details of Wilson Asset Management Group

Name	ACN / ARSN
Wilson Asset Management (International) Pty Limited	(ACN 081 047 118)
MAM Pty Limited	(ACN 100 276 542)
WAM Capital Limited	(ACN 086 587 395)
WAM Research Limited	(ACN 100 504 541)
WAM Active Limited	(ACN 126 420 719)
Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	(ACN 081 032 000)
WAM Leaders Limited	(ACN 611 053 751)
WAM Microcap Limited	(ACN 617 838 418)
Century Australia Investments Limited	(ACN 107 772 761)

#### 6. Addresses

Name	Address
Wilson Asset Management (International) Pty Limited	Level 11, 139 Macquarie Street, Sydney NSW 2000
MAM Pty Limited	Level 11, 139 Macquarie Street, Sydney NSW 2000
WAM Capital Limited	Level 11, 139 Macquarie Street, Sydney NSW 2000
WAM Research Limited	Level 11, 139 Macquarie Street, Sydney NSW 2000
WAM Active Limited	Level 11, 139 Macquarie Street, Sydney NSW 2000
Botanical Nominees Pty Limited	Level 11, 139 Macquarie Street, Sydney NSW 2000
WAM Leaders Limited	Level 11, 139 Macquarie Street, Sydney NSW 2000
WAM Microcap Limited	Level 11, 139 Macquarie Street, Sydney NSW 2000
Century Australia Investments Limited	Level 12, 680 George Street, Sydney NSW 2000
RBC Investor Services	Level 47, 2 Park Street, Sydney NSW 2000
BNP Paribas Securities Services	Level 4, 60 Castlereagh Street, Sydney NSW 2000

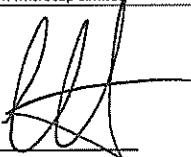
Signed: \_\_\_\_\_

Date: 09/08/2017

**ANNEUXURE B**

Date of Change	Persons whose relevant interest changed	Nature of Change (6)	Consideration given in relation to change (7)	Number of Securities affected	Class of Securities affected	Persons votes affected
07-Jul-17	WAM Research Limited	On-market Sell	6,107.44	5,804	Ordinary Shares	5,804
07-Jul-17	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On-market Sell	588.22	559	Ordinary Shares	559
10-Jul-17	WAM Research Limited	On-market Sell	71,291.97	67,795	Ordinary Shares	67,795
10-Jul-17	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On-market Sell	6,878.39	6,541	Ordinary Shares	6,541
11-Jul-17	WAM Research Limited	On-market Sell	73,546.93	69,550	Ordinary Shares	69,550
11-Jul-17	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On-market Sell	7,095.61	6,710	Ordinary Shares	6,710
12-Jul-17	WAM Research Limited	On-market Sell	5,158.07	4,959	Ordinary Shares	4,959
12-Jul-17	WAM Capital Limited	On-market Sell	14,001.35	13,461	Ordinary Shares	13,461
12-Jul-17	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On-market Sell	634.49	610	Ordinary Shares	610
12-Jul-17	WAM Microcap Limited	On-market Sell	3,960.86	3,808	Ordinary Shares	3,808
13-Jul-17	WAM Research Limited	On-market Sell	5,268.56	4,989	Ordinary Shares	4,989
13-Jul-17	WAM Capital Limited	On-market Sell	14,303.99	13,545	Ordinary Shares	13,545
13-Jul-17	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On-market Sell	647.35	613	Ordinary Shares	613
13-Jul-17	WAM Microcap Limited	On-market Sell	5,481.88	5,191	Ordinary Shares	5,191
14-Jul-17	WAM Research Limited	On-market Sell	2,878.64	2,748	Ordinary Shares	2,748
14-Jul-17	WAM Capital Limited	On-market Sell	7,808.36	7,454	Ordinary Shares	7,454
14-Jul-17	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On-market Sell	353.02	337	Ordinary Shares	337
14-Jul-17	WAM Microcap Limited	On-market Sell	2,990.72	2,855	Ordinary Shares	2,855
17-Jul-17	WAM Research Limited	On-market Sell	5,487.75	5,279	Ordinary Shares	5,279
17-Jul-17	WAM Capital Limited	On-market Sell	14,898.72	14,332	Ordinary Shares	14,332
17-Jul-17	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On-market Sell	674.66	649	Ordinary Shares	649
17-Jul-17	WAM Microcap Limited	On-market Sell	5,710.21	5,493	Ordinary Shares	5,493
18-Jul-17	WAM Research Limited	On-market Sell	2,891.74	2,778	Ordinary Shares	2,778
18-Jul-17	WAM Capital Limited	On-market Sell	7,549.95	7,253	Ordinary Shares	7,253
18-Jul-17	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On-market Sell	341.43	328	Ordinary Shares	328
18-Jul-17	WAM Microcap Limited	On-market Sell	2,894.86	2,781	Ordinary Shares	2,781
19-Jul-17	WAM Research Limited	On-market Sell	6,954.20	6,614	Ordinary Shares	6,614
19-Jul-17	WAM Capital Limited	On-market Sell	18,878.55	17,955	Ordinary Shares	17,955
19-Jul-17	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On-market Sell	854.82	813	Ordinary Shares	813
19-Jul-17	WAM Microcap Limited	On-market Sell	7,232.84	6,879	Ordinary Shares	6,879
20-Jul-17	WAM Research Limited	On-market Sell	14,389.06	13,740	Ordinary Shares	13,740
20-Jul-17	WAM Capital Limited	On-market Sell	39,062.02	37,300	Ordinary Shares	37,300
20-Jul-17	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On-market Sell	1,768.79	1,689	Ordinary Shares	1,689
20-Jul-17	WAM Microcap Limited	On-market Sell	14,967.14	14,292	Ordinary Shares	14,292
21-Jul-17	WAM Research Limited	On-market Sell	4,282.80	4,143	Ordinary Shares	4,143
21-Jul-17	WAM Capital Limited	On-market Sell	11,626.53	11,247	Ordinary Shares	11,247
21-Jul-17	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On-market Sell	526.18	509	Ordinary Shares	509
21-Jul-17	WAM Microcap Limited	On-market Sell	4,455.44	4,310	Ordinary Shares	4,310
31-Jul-17	WAM Research Limited	On-market Sell	119,871.95	112,804	Ordinary Shares	112,804
31-Jul-17	WAM Capital Limited	On-market Sell	325,405.76	306,219	Ordinary Shares	306,219
31-Jul-17	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On-market Sell	14,734.80	13,866	Ordinary Shares	13,866
31-Jul-17	WAM Microcap Limited	On-market Sell	124,665.61	117,315	Ordinary Shares	117,315
02-Aug-17	WAM Research Limited	On-market Sell	88,782.93	82,008	Ordinary Shares	82,008
02-Aug-17	WAM Capital Limited	On-market Sell	241,013.47	222,622	Ordinary Shares	222,622
02-Aug-17	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On-market Sell	10,913.82	10,081	Ordinary Shares	10,081
02-Aug-17	WAM Microcap Limited	On-market Sell	92,334.98	85,289	Ordinary Shares	85,289
07-Aug-17	WAM Research Limited	On-market Sell	95,680.11	89,201	Ordinary Shares	89,201
07-Aug-17	WAM Capital Limited	On-market Sell	259,737.50	242,149	Ordinary Shares	242,149
07-Aug-17	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On-market Sell	11,761.44	10,965	Ordinary Shares	10,965
07-Aug-17	WAM Microcap Limited	On-market Sell	99,508.35	92,770	Ordinary Shares	92,770
08-Aug-17	WAM Research Limited	On-market Sell	42,287.32	39,608	Ordinary Shares	39,608
08-Aug-17	WAM Capital Limited	On-market Sell	114,787.96	107,515	Ordinary Shares	107,515
08-Aug-17	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On-market Sell	5,217.59	4,887	Ordinary Shares	4,887
08-Aug-17	WAM Microcap Limited	On-market Sell	43,976.34	41,190	Ordinary Shares	41,190

Signed:



Date: 09/08/2017