

Form 605

Corporations Law
Section 671B

Notice of ceasing to be a substantial holder

To: Company Name/Scheme **3P LEARNING LIMITED**

ACN/ARSN **103 827 836**

1. Details of substantial holder (1)

Name **UBS Group AG and its related bodies corporate**

ACN/ARSN (if applicable): _____

The holder ceased to be a substantial shareholder on **23 February 2016**

The previous notice was given to the company on **23 February 2016**

The previous notice was dated **19 February 2016**

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
Please see Appendix A.					

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
N/A	N/A

4. Addresses

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

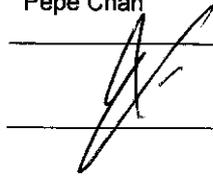
Name	Address
Details of all UBS offices can be found through the following link: http://apps2.ubs.com/locationfinder/	

SIGNATURE

Print Name: Pepe Chan

Capacity: Authorised signatory

Sign Here:



Date: 25 February 2016

Print Name: Weixiao Qin

Capacity: Authorised signatory

Sign Here:



Date: 25 February 2016

Contact details for this notice:

Weixiao Qin
Compliance Operations
(T) +65 6495 8217

Date of Change	Person whose relevant interest changed	Nature of Change	Consideration given in relation to change	Number of securities	Class
22-Feb-16	UBS Securities Australia Ltd	Sell	6,546	(4,937)	Ordinary
22-Feb-16	UBS Securities Australia Ltd	Buy	357,186	274,949	Ordinary
22-Feb-16	UBS Securities Australia Ltd	Stock borrowed	N/A	500,000	Ordinary
23-Feb-16	UBS Securities Australia Ltd	Sell	3,351	(2,489)	Ordinary
23-Feb-16	UBS Securities Australia Ltd	Stock borrowed	N/A	200,000	Ordinary
23-Feb-16	UBS Securities Australia Ltd	Stock borrowed	N/A	500,000	Ordinary
23-Feb-16	UBS Securities Australia Ltd	Trade cancellation	N/A	(5,000,000)	Ordinary