



Wednesday, 9 July 14

### Confirmation of payment of Pre-IPO Dividend

As disclosed in the Prospectus dated 19 June 2014 for the initial public offering of shares ("**Shares**") in 3P Learning Limited ("**3P**"), the previous directors of 3P resolved to pay a fully-franked dividend of \$12.5 million, out of the current year profits, divided (equally per share) on a pro rata basis amongst the holders of ordinary shares and B Class shares on the record date, being 3pm on 9 July 2014 ("**Pre-IPO Dividend**"), subject to the following conditions being satisfied:

- a) receipt by 3P of dividends of at least \$12.5 million from certain of its subsidiaries as current year profits of 3P;
- b) first admission of 3P to the Official List of ASX on a conditional basis; and
- c) confirmation to the Directors of 3P, immediately prior to payment, that the assets of 3P exceed its liabilities, and that the excess is more than \$12.5 million,

(together, the "**Conditions**").

The Board of 3P resolved on 9 July 2014 that the Conditions have been satisfied, and that 3P is to proceed with the payment of the Pre-IPO Dividend on the payment date, being 4pm on Wednesday, 9 July 2014.

Accordingly, 3P confirms that the Pre-IPO Dividend was paid at 4pm on Wednesday, 9 July 2014.

Jonathan Kenny  
Company Secretary  
3P Learning Limited