



**3P Learning**

A place for schools and families to love learning.

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Wednesday, 9 July 14

### Confirmation of closing out of 3P Employee Share Trust

As disclosed in the Prospectus dated 19 June 2014 for the initial public offering of shares ("**Shares**") in 3P Learning Limited ("**3P**"), 3P is conducting a restructure during conditional listing, commencing Wednesday, 9 July 2014.

As part of this restructure, it is contemplated that the 3P employee share plan ("**3P Employee Share Trust**") will be closed out by the trustee, 3 P E S Pty Ltd (ACN 143 397 675) ("**3PES**") on Wednesday 9 July 2014, by:

- notification by 3PES to the unitholders of the 3P Employee Share Trust that the units in the trust have been cancelled; and
- 3PES transferring the Shares it holds in 3P on behalf of the 3P Employee Share Trust unitholders, directly to those unitholders.

Once this occurs, 3P is to register the transfer of these Shares from 3PES to the individual unitholders, in their respective proportions, based on their unitholding in the 3P Employee Share Trust, immediately prior to its closing.

3P now confirms that it has received notification from 3PES that the 3P Employee Share Trust has been closed, and that all Shares previously held by 3PES on behalf of the unitholders of that trust, have been transferred directly to those unitholders.

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