

**What's this about?**

Effective date: 8/07/2014

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- ASX Trade     ASX 24
- 
- Trading     Clearing     Settlement
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- Operations     Technology     Market Data     Rules     Compliance     Risk     Other
- 

Title

3P Learning Limited – Admission and Commencement of Official Quotation

Description

3P Learning Limited (Company) is expected to be admitted to the official list of ASX Limited (ASX) on Wednesday 9 July 2014.

Official quotation of the Company's securities is expected to commence on a conditional and deferred settlement basis at 12:00pm AEST on Wednesday 9 July 2014. The Company and 3P Learning SaleCo Limited are expected to raise approximately \$282,700,000 pursuant to the offer under the prospectus dated 19 June 2014 (Prospectus) by the issue of 9,400,000 new fully paid ordinary shares and the sale and transfer of 103,694,284 existing fully paid ordinary shares at an issue and sale price of \$2.50 per share.

Quoted Securities:                    134,814,660 fully paid ordinary shares

ASX Code:                            TPN

Time:                                 12:00pm AEST

Date:                                 Wednesday 9 July 2014

ASX Trade Abbreviation:        3PLEARNING

ISIN:                                 AU000000TPN4

Home Branch:                     Sydney

Industry Classification:        Pending Classification

Registered Office:                Level 18, 124 Walker Street  
North Sydney  
NSW 2060

Phone: 1300 850 331

Website: <http://www.3plearning.com>

Company Secretary:             Jonathan Kenny

Share Registry:                    Link Market Services Limited  
Level 12, 680 George Street  
Sydney, NSW 2000

Balance Date:                     30 June

CHESS:                              Participating. The Company will also operate an issuer sponsored subregister.

Place of Incorporation:	New South Wales
Dividend Policy:	See page 21 of the Prospectus
Activities:	Information technology, software & services
Lead Manager/Underwriter:	Macquarie Capital (Australia) Limited
ASX Restricted Securities:	Nil
Securities not quoted:	Nil

### **CONDITIONAL AND DEFERRED SETTLEMENT TRADING**

The Company has requested that a conditional trading market be provided pursuant to ASX Operating Rule 3330. The conditions for the conditional market specified by the Company are (i) ASX agreeing to quote the shares; (ii) settlement occurring under the underwriting agreement; and (iii) the issue and transfer of ordinary shares to successful applicants under the offer.

In accordance with ASX Operating Rule 3330, ASX has agreed to provide a conditional market in the Company's shares. The Company's shares will be placed in pre-open at 8:30am AEST on Wednesday 9 July 2014 and trading will commence on a conditional and deferred settlement basis at 12:00pm AEST on Wednesday 9 July 2014.

The letters "CT" will be displayed in the Basis of Quotation field of ASX Trade to facilitate identification of the Company's shares trading on a conditional basis. Market Participants should note that because no Special Market has been created within ASX Trade, Signal B trade messages will not contain explicit Conditional Trading Basis of Quotation. This information will be identified in the Daily Diary and ReferencePoint Master List.

The Company is required to advise ASX immediately of the fulfilment or non-fulfilment of the conditions for the conditional market. Notification as to when trading will become unconditional will be made in accordance with the ASX Operating Rules. The market will be advised by ASX market release when the conditions of the conditional market have been met and when the stock will commence trading on an unconditional basis. The market will not be purged.

In the case of fulfilment of the conditions, ASX will issue a further Notice to participants confirming trading arrangements and the date holding statements will be sent to successful applicants. At this stage, the conditions for the conditional market are expected to be met by 8:30am on Monday 14 July 2014. The Company has agreed to send holding statements on Tuesday 15 July 2014, which will mean that the first settlement date will be Monday 21 July 2014.

### **CONTRACT NOTES FOR CONDITIONAL SALES AND PURCHASES**

While it is the Participant's responsibility to obtain their own advice concerning the appropriate words that should appear on a contract note for a conditional sale or purchase, the endorsement suggested below may be considered for contract notes for conditional transactions in the Company's shares.

*"This contract is conditional upon notification being received by ASX by close of business on Wednesday, 23 July 2014 that the conditions for the conditional market have been fulfilled. If the conditions are not fulfilled, this contract shall be cancelled without any liability whatsoever other than for the return of any money paid in connection with the settlement of the contract."*

Advice should also be provided to clients to ensure that they understand the full ramifications of Conditional Trading.

### **INDICATIVE KEY DATES**

This timetable has been prepared on the basis that the conditions for the conditional market are expected to be satisfied by 8:30 am AEST on Monday 14 July 2014. If the conditions are not fulfilled by the close of business on Wednesday 23 July 2014, shares will not be issued and transferred and all conditional trades that have occurred since Wednesday 9 July 2014 will be cancelled.

If the conditions are not satisfied by 8:30am AEST on Monday 14 July 2014, but are satisfied prior to the close of business on Wednesday 23 July 2014, the dates in the timetable will be revised and a new timetable will be released to the market.

Date	Event
Wednesday 9 July 2014	Company admitted to the official list of ASX  Commencement of Official Quotation on a conditional and deferred settlement basis – 12:00pm AEST (ASX Code: TPN)
Friday 11 July 2014	Last day of conditional trading
Monday 14 July 2014	Conditions for the conditional market expected to be fulfilled (confirmed prior to market open – by 8:30am AEST)  Trading to commence on a deferred settlement basis only (ASX Code: TPN)
Tuesday 15 July 2014	Holding statements sent to successful applicants  Last day of deferred settlement trading
Wednesday 16 July 2014	First day of trading on a normal (T+3) basis (ASX Code: TPN)
Monday 21 July 2014	Settlement of all on-market trades conducted on a conditional and deferred settlement basis from 9 to 15 July 2014, and first settlement of trades conducted on a T+3 basis

#### What do I need to do and by when?

For further details, please refer to the Prospectus.

#### Need more information?

For further information please contact the Company's offer information line on 1800 132 875 (within Australia) or +61 1800 132 875 (outside Australia) from 8:30am to 5:30pm AEST Monday to Friday (business days only).

#### Issued by

Andy Weaver

#### Contact Details

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#### Disclaimer