

ASX ANNOUNCEMENT

Tuesday, 29th October 2019

3P Learning Limited - Annual General Meeting 2019

Please find attached the following documents which will be presented at the Annual General Meeting of 3P Learning Limited which commences at 10.00am (Sydney time), Tuesday 29 October 2019, in compliance with Listing Rule 3.13.3:

1. Copy of Chairman's Address
2. Copy of 2019 AGM Presentation

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CHAIRMAN'S ADDRESS

3P LEARNING LIMITED - ANNUAL GENERAL MEETING

29 OCTOBER 2019

Ladies and Gentlemen and Fellow shareholders in 3P Learning Limited. It is my pleasure to share with you our view of trends for Education and Education Technology more specifically and to outline some of the highlights of your Company over the past year.

Education Technology Sector

No one in this room needs to be reminded of the ubiquity of the Internet, nor of the number of devices in the world, nor of the connectivity for consumers, including school children, not only in the Western world, but throughout much of the developing world. In this environment, Education Technology has a number of challenges, perhaps most poignantly described by the Director of Technology for the Kansas City, Missouri school district who said, "Coming to education was a lot like going back in time."¹ This is partly because funding for education in many markets is constrained. Recently, in the United States, "School technology chiefs identified budget constraints as a major barrier for the third year in a row."² And schools have similar challenges to those faced by many of us in the corporate sector, for instance, only "fifteen percent make regular use of data dashboards to visualise and analyse information and just eight percent say their digital content is fully interoperable."³

Most tellingly, in education, the biggest issue for EdTech isn't technology at all. Rather, it is to improve how teachers can be better at their jobs to deliver teaching and learning in the classroom, especially as the education workforce is "much older than a lot of other organisations and industries and some educators aren't as 'nimble' on 'how you can adapt in a changing environment.'"⁴ Finally, whilst the global education market is large, about six

¹ EducationWeek, Money, Data, Security: The biggest Challenges Facing K-12 Tech Leaders, 11 June 2019

² EducationWeek, Money, Data, Security: The biggest Challenges Facing K-12 Tech Leaders, 11 June 2019

³ EducationWeek, Money, Data, Security: The biggest Challenges Facing K-12 Tech Leaders, 11 June 2019

⁴ EducationWeek, Ed-Tech Usage Levels Are Low: What Should Schools Do? 1 October 2019

trillion USD last year,⁵ EdTech accounts for less than 5% of that expenditure each year⁶ and the speed of digitisation in education is five times slower than adoption in other sectors⁷, primarily because there are multiple decision makers, such as teachers, institutions, governing bodies, districts and policy makers for each purchase order.

From our perspective this tells us a number of things:

- i. Education, and education technology are large global markets, and EdTech in particular is likely to have accelerated growth in future as the challenges I have just described are ameliorated.
- ii. Our strategy to focus on our platform and our products and the ease of use of both, should serve us well. This is not to say that our growth over the past few years has been held back because of external factors. We have had product and platform issues that have constrained our ability to execute a growth agenda and we have addressed each of them over the past three years.
- iii. The adoption of digital solutions in education will be a long rising tide rather than an avalanche. Education, whilst full of promise, has not digitised as fast as industries such as manufacturing, retail and finance. On the other hand, as a late starter, education is showing early signs of digital transformation, and 3P Learning is well placed to read that pulse globally, more ready than before to strike at optimal points along education's digital adoption curve. Our 20-22 Strategic Plan reflects our readiness to scale and grow now. We believe that the hard work of the past three years makes us well placed to take advantage of it.

⁵ HolonIQ, Smart Estimates™ January 2019

⁶ HolonIQ, Smart Estimates™ January 2019

⁷ IBIS

Strategic Plan

3PLearning is well positioned to address the opportunity in our core markets of North America, Australia/New Zealand and Europe. FY 2019 marked the end of our three-year strategic plan to build a foundation for 3P Learning to accelerate sales growth and realise our ambition to be a leading global SaaS K-12 education brand and business.

We enter FY 2020 a stronger company than ever before with an expanded and stronger product portfolio, a digital sales and marketing platform and a global operating model that delivers efficiency and effectiveness. This solid foundation is underpinned by a strong balance sheet, with more than \$25M in cash at the end of FY19, that can support both organic and inorganic growth opportunities. Our effort and investment over the past three years position 3P Learning to be a scalable SaaS business in a multi-product environment across a diverse array of countries and customers.

FY20 marks the beginning of the 3PLearning 20:22 strategic plan which has a single-minded focus to accelerate profitable sales growth. In a moment you'll hear from Rebekah O'Flaherty, our CEO, about that plan.

Our People

The most important ingredients in any plan are the people who make things happen. Walk into any 3PLearning office around the world and you will see a group of people whose energy, passion and commitment for both education and for making 3PLearning a fast-growing successful enterprise is not only palpable but infectious. Each of us is dedicated to this journey and to the long term and enduring achievement of the Company goals and plans that will create lasting value for all of our stakeholders.

On behalf of the Board of Directors, I am grateful to the contribution of each of our team members and they have our thanks not only for their work last year but for the scope of their

plans for the year ahead. We are equally grateful to our senior executive team and to our fellow board member, Rebekah O'Flaherty, for their dedication and leadership. Thank you all.

Our enthusiasm is more than matched by that of the teachers around the world who use 3PLearning products in their schools and we are deeply appreciative for their support, and that of the parents and education administrators who also place their trust in us.

I would also like to extend my appreciation to my fellow Non-Executive Directors, Claire Hatton, Roger Amos and Mark Lamont. They have each demonstrated their commitment and contribution to our Company in ways too numerous to mention.

Lastly, a sincere thank you, our shareholders, for your support over the past three years. Our commitment to you now is to deliver profitable revenue growth.

Thank you.

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2019 Annual General Meeting

29 October 2019

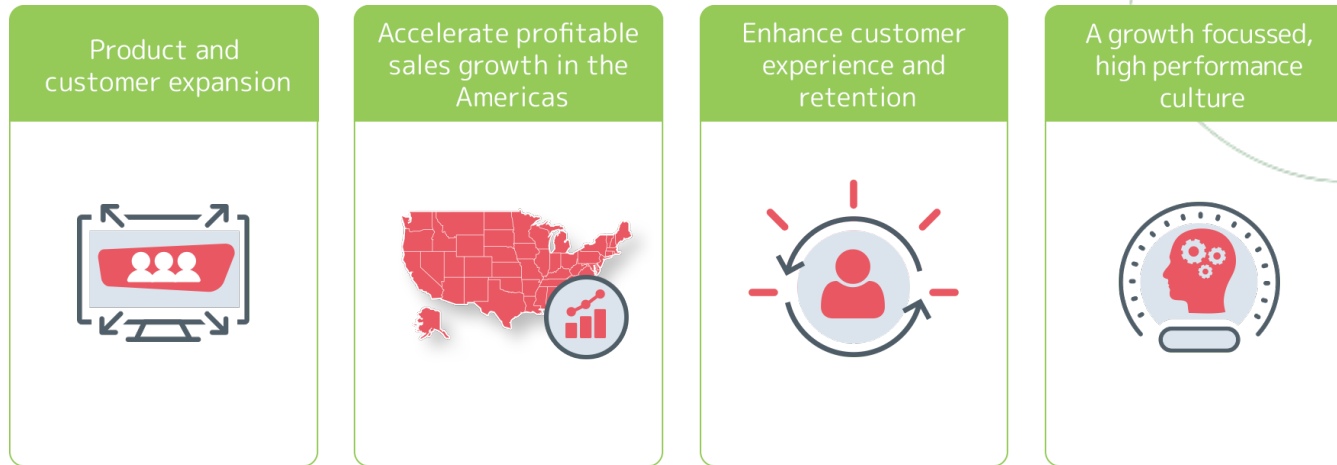
Samuel Weiss Chairman's Address



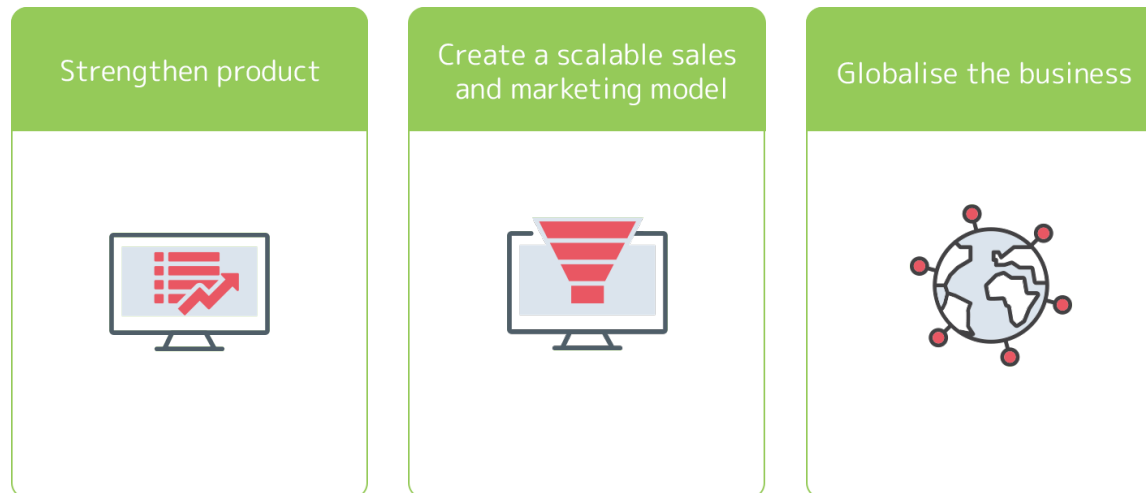
Rebekah O'Flaherty CEO's Address



2020-2022 Accelerate profitable growth



2017-2019 Laying the foundation for profitable growth



Video: 2020-2022 Accelerate profitable growth

Please be patient
while the video loads



The video can be found at:

<https://www.3plearning.com/investors/strategy-update-august-2019/>

YTD progress off to a good start

Expanded and stronger product portfolio

- Significant uplift in aggregate number of sales leads, consequently new business billings and specifically Mathletics new business billings are up in all 3 regions in Q1-20 vs Q1-19

Accelerate profitable growth in the Americas

- 37% increase in new business billings in Q1-20 vs Q1-19 and this momentum has continued YTD including Mathletics specific new business billings

Drive Retention improvements in all 3 regions

- Successful launch of problem solving and reasoning (PSR) into Mathletics in Sept, launch of Readwriter Spelling to replace sunset Spellodrome as well as our overall CEX focus has improved first year retention in all regions and we expect this to continue throughout the course of the FY.
- Exciting new additions to Mathletics for back to school 2020 will further strengthen retention (and new business)



AGM Resolutions



1. Receive Financial & Other Reports



2. Remuneration Report



2. Remuneration Report

Proxy & Direct Votes Combined

FOR	AGAINST	OPEN	ABSTAIN
94,940,003	12,365,330	28,194	4,596
88.45%	11.52%	0.03%	



3. Re-election of Director Mr. Roger Amos



3. Re-election of Mr. Roger Amos

Proxy & Direct Votes Combined

FOR	AGAINST	OPEN	ABSTAIN
94,996,621	12,333,582	28,194	4,596
88.49%	11.49%	0.03%	





4. Grant of Performance Rights to CEO
Rebekah O'Flaherty



4. CEO Performance Rights

Proxy & Direct Votes Combined

FOR	AGAINST	OPEN	ABSTAIN
94,934,183	12,410,020	28,194	4,596
88.42%	11.56%	0.03%	



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Forward looking statements

This presentation contains forward looking statements, including statements of current intention, statements of opinion and predictions as to possible future events. Such statements are not statements of fact and there can be no certainty of outcome in relation to the matters to which the statements relate. These forward looking statements involve known and unknown risks, uncertainties, assumptions and other important factors that could cause the actual outcomes to be materially different from the events or results expressed or implied by such statements. Those risks, uncertainties, assumptions and other important factors are not all within the control of 3P Learning and cannot be predicted by 3P Learning and include changes in circumstances or events that may cause objectives to change as well as risks, circumstances and events specific to the industry, countries and markets in which 3P Learning and its related bodies corporate operate. None of 3P Learning Limited or any of its respective subsidiaries, affiliates and associated companies (or any of their respective officers, employees or agents) (the Relevant Persons) makes any representation, assurance or guarantee as to the accuracy or likelihood of fulfilment of any forward looking statement or any outcomes expressed or implied in any forward looking statements. The forward looking statements in this presentation reflect views held only at the date of this presentation. Statements about past performance are not necessarily indicative of future performance. Except as required by applicable law or the ASX Listing Rules, the Relevant Persons disclaim any obligation or undertaking to publicly update any forward looking statements, whether as a result of new information or future events. To the maximum extent permitted by law, neither 3P Learning nor its related corporations, directors, officers, employees and agents, nor any other person, accepts any liability, including without limitation, any liability arising from fault or negligence, for any loss arising from the use or reliance on this presentation or its content or otherwise arising in connection with it.

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