



2022

CORPORATE GOVERNANCE STATEMENT

3P Learning Limited ABN 50 103 827 836



Overview

3P Learning Limited (“**3P Learning**” or the “**Company**”) is committed to high standards of corporate governance and recognises good corporate governance is essential for creating and maintaining long-term shareholder value and meeting the expectations of the Company’s stakeholders. It is also critical to help 3P Learning to realise its ambition to be a leading global SaaS K-12 education brand and business.

Our Corporate Governance Statement addresses the recommendations contained in the 4th Edition of the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations (“**ASX CGC Principles and Recommendations**”). This document was approved by the Board of Directors of 3P Learning and summarises the governance practices which were in place throughout the financial year ended 30 June 2022. The Company’s ASX Appendix 4G has been lodged with the ASX and is also available on the Company’s website at:

<http://www.3plearning.com/investors/governance/>.

This statement should be read in conjunction with the Directors’ Report, including the Remuneration Report, contained in our 2022 Annual Report, available at:

<http://www.3plearning.com/investors/results/>.

Principle 1 – Lay solid foundations for management and oversight

Recommendation 1.1 – The Board and its Charter

The Board’s roles and responsibilities are formalised in the Board Charter, which is available on the 3P Learning website at: <http://www.3plearning.com/investors/governance/>. The relationship between the Board and management is critical to the group’s long-term success. The Charter sets out those functions that are delegated to management and those that are reserved for the Board.

In accordance with the Board Charter, the Board has reserved to itself the following specific responsibilities to:

- provide leadership and set the strategic objectives of the company; and oversee management implementation of those strategic objectives and performance generally;
- appoint the Chairperson (and deputy), the CEO, and senior executives;
- through the Chairperson, oversee the role of the Company Secretary;
- approve operating budgets and major capital expenditure;
- oversee the integrity of 3P Learning’s accounting and corporate reporting systems (including external audit);
- oversee the 3P Learning process for making timely and balanced disclosure;
- ensure 3P Learning has in place an appropriate risk management framework and setting the risk parameters within which the Board expects management to operate;
- approving the 3P Learning remuneration framework; and
- monitoring the effectiveness of 3P Learning’s governance practices.

The Board has delegated to the Chief Executive Officer (“CEO”) the authority to manage the day-to-day affairs of 3P Learning and authority to control the affairs of 3P Learning in relation to all matters other than those responsibilities reserved to itself in the Board Charter.

The CEO has authority to sub-delegate to the senior management team.

Recommendation 1.2 – Appropriate Checks

One of the responsibilities of the People and Culture Committee (**P&CC**) is to identify and make recommendations to the Board for the appointment of new Board candidates, having regard to their skills, experience and expertise.

Before a Director is appointed, 3P Learning undertakes appropriate checks on a candidate's character, experience, education, criminal record, bankruptcy history and other factors which would affect the Company's or the individual's reputation. Following procedures to conduct these appropriate checks:

- Ms Kathy Ostin and Mr Allan Brackin were each appointed to the Board of 3P Learning effective 6 August 2021, and
- Ms Belinda Rowe was appointed to the Board of 3P Learning effective 20 September 2021.

The Board considers that Ms Ostin, Mr Brackin and Ms Rowe are independent directors, and the appointments were confirmed by ordinary resolution at 3P Learning's Annual General Meeting in November 2021.

As set out in the Board Charter, the Company Secretary is accountable directly to the Board, through the Chairperson, on all matters to do with the proper functioning of the Board.

Recommendation 1.3 – Terms of Appointments

The Executive Chairman has executed a letter of appointment. Non-executive directors have each executed a letter of appointment setting out the terms and conditions of their appointment. All 3P Learning senior executives have entered into written employment agreements with 3P Learning.

Recommendation 1.4 - Company Secretary

The Company Secretary of 3P Learning is responsible for:

- advising the Board and its committees on governance matters;
- monitoring the Board and committees to ensure that the relevant policy and procedures are followed;
- coordinating the timely completion and dispatch of Board and committee papers;
- ensuring the business at Board and committee meetings is accurately captured in the minutes; and
- helping to organise and facilitate the induction and professional development of Directors and the Company Secretary.

Each director can communicate directly with the Company Secretary and vice versa. For the financial period ended 30 June 2022, Ms. Jia Chen (Elizabeth) Wang was appointed as the Company Secretary, and Ms. Joyce Li was appointed as Joint Company Secretary on 31 January 2022.

Recommendation 1.5 – Diversity and inclusion

The 3P Learning Board and executive leadership team are committed to workforce diversity in its broadest sense and consider this diversity and inclusiveness as a strength of the business and an investment in the creation of a sustainable business capable of delivering long term shareholder value.

The 3P Learning Diversity Policy is available on the 3P Learning website [here](#).

The Diversity Policy is underpinned and supported by a suite of policies and practices that are applicable to all who work at 3P Learning and which promote an environment that attracts, retains, and provides opportunities for well qualified employees, senior management and Board candidates regardless of gender, and reflective of diversity of thought and experience.

Commencing from the FY17 financial year, the Board established measurable objectives for achieving gender diversity and set a target of 50% gender diversity at a Board, Senior Leadership and global organisation level. These gender diversity objectives are reviewed and assessed annually. These objectives were confirmed for the year ended 30 June 2022.

These objectives and our progress against these objectives as at 30 June 2022, 30 June 2021, 30 June 2020 are outlined below:

| Level | Board (%) | | | Senior Leadership (%)* | | | Company – globally (%) | | |
|--------|-----------|------|------|------------------------|------|------|------------------------|------|------|
| Year | FY22 | FY21 | FY20 | FY22 | FY21 | FY20 | FY22 | FY21 | FY20 |
| Female | 40 | 25 | 40 | 56 | 50 | 33 | 58 | 56 | 53 |
| Male | 60 | 75 | 60 | 44 | 50 | 67 | 42 | 44 | 47 |
| Total | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 |

*Senior Leadership (including C-level roles, Global Heads of Functions and Sales Directors)

At an aggregated level, women comprised 58% of our employees globally as at 30 June 2022. Our Board composition was 40% female, while the composition of our Board Committees (made up of Independent Non-Executive directors only) is 50% female.

At a senior leadership team level, as defined above, women held 56% of senior leadership positions globally. Maintaining our focus continues to be key and ensuring our recruitment and people development initiatives for all roles across our technology, product, sales, marketing and corporate teams will continue to be key for both 3P Learning's diversity and strategic goals.

We continue to be committed to establishing female representation in management roles, ensuring there is no discrimination within the organisation and encouraging diversity of thought. The Company continues to undertake several initiatives, designed in part to facilitate our commitment to an inclusive and diverse workplace:

- Employee feedback:** The Company monitors diversity and inclusion engagement metrics gathered as part of employee engagement surveys. Diversity and inclusion engagement metrics were last collected as part of our 2022 People Voice survey, where:
 - statements related to diversity rated, on average, at 85% and represented the second highest scores across all areas that the survey seeks to explore.
 - The question "3P Learning values and respects diversity and inclusion in the workplace" rated at 86% and the question "People from all backgrounds have the equal opportunity to succeed at 3P Learning" rated 87%.
- Flexible working:** The Company's results have also consistently shown that 3P Learning is a flexible employer that supports employee needs at all stages of life and in a range of circumstances. Metrics related to flexible working rated the highest in our most recent engagement survey with an average rating of 94%. Our results also ranked highly compared to a benchmark of technology companies of a similar size to 3P Learning (based on number of employees).

- **Pay equity:** The Company's commitment to pay equity forms part of its annual remuneration review process.
- **Learning, Development and Opportunities:** The Company actively monitors and seeks to develop and retain high performing employees who are considered future leaders of the business. We are also rolling out a formal leadership development program that is focused both on developing a diverse group of leaders to enable them to continue to grow their career at 3P Learning, as well as educating leaders around diversity and inclusion more broadly;
- **Recruitment:** Additionally, diversity, in the broadest sense, forms part of the Company's assessment of candidates for all roles, in recognition of the diversity and geographic dispersion of, and to better serve, our customers and stakeholders. The Company will continue to review its approach to recruitment, and that of recruitment agencies acting on its behalf, to ensure that our approach isn't inadvertently limiting the diversity of candidates in the talent pipeline. For example, we actively ask recruitment firms about their approach to ensuring diversity. We assess the quality of their response as a factor in determining which partners we want to work with. We also assess understanding of diversity and inclusion with all executive and senior candidates as part of our internal interview process; and
- **Benefits:** To further support our people to focus on their individual purpose, such as learning, volunteering, innovating or nurturing connections with family and community, the Company offers 3 additional days off (in excess of statutory annual leave) to all employees, known as 3P Days.

3P Learning's most recent report under the Australian Workplace Gender Equality Act, outlining a detailed breakdown of employment in Australia based on gender and seniority, is available on the Company's website - <http://www.3plearning.com/investors/governance/>.

Recommendation 1.6 – Evaluation of the Board, Committees and Directors

The P&CC assists and advises the Board on the re-election of directors. Retiring directors standing for re-election are assessed by considering several factors including but not limited to skills, experience, expertise, personal qualities and attributes, the capability to devote the necessary time and commitment to the role, and potential conflicts of interest and independence.

In accordance with the Board Charter, each Director's performance will be assessed when standing for re-election. Before each Annual General Meeting ("**AGM**"), the Chairperson of the Board will assess the performance of any Director standing for re-election and the Board will determine their recommendation to security holders on the re-election of the Director (in the absence of the Director involved). The Board (excluding the Chairperson) will conduct the review of the Chairperson. This assessment is supported by the board performance review process outlined below.

In its recommendation to security holders in relation to the election or re-election of a director, the notice of meeting for an AGM sets out material information that would be relevant to the security holder's decision.

Consistent with an 'agile' approach to performance management, the Board continually monitors and assesses throughout the year its collective performance, the performance of its Committees and the performance of individual directors to address any issues or areas for improvement as they arise. This

approach has been key given the onboarding of a majority of new independent non-executive directors following a targeted skills gap analysis last financial year.

The Board reviewed its collective skills in 2022 and provides the updated board skills matrix in section 2.2 below. This review enabled the Board to discuss and evaluate their objectives to cover a range of skills in B2B and B2C markets, risk and governance to drive the Company's strategic goals.

A performance evaluation of the current Board and its committees was also completed in August 2022. This internal review assessed the effectiveness and performance of the Board whose members have now served together for just under 12 months. The evaluation consisted of anonymous ratings and feedback broadly across a range of questions on structure, communication, and governance, completed by the Directors and CEO. The evaluation findings were reviewed by the P&CC and Board. The Board considers these periodic discussions are valuable and enable a focus on the delivery of the board responsibilities for the Company and its shareholders.

Periodically the Board will engage external consultants to facilitate its performance review.

Recommendation 1.7 – Evaluation of the Leadership Team

3P Learning senior executive performance is considered by the Directors in a meeting separate to the Board meetings. The Chairperson is responsible for ensuring Director meetings take place on a regular basis.

Consistent with an 'agile' approach to performance management, the performance of senior executives is reviewed regularly throughout the year, to provide feedback, address any issues or areas for improvement as they arise. The Board also conducts an annual performance assessment of the CEO with assistance from the People and Culture Committee. The CEO undertakes assessments of senior executives and discusses the review and any recommendations with the Board.

In assessing the performance of the CEO and other executives, the review includes consideration of the relevant senior executive's function, individual targets, group targets, the overall performance of the Company and the extent to which the executive is living the Company's values. The reviews take into consideration both qualitative and quantitative measures. Any remuneration recommendations must be approved by the Board after consultation with the People and Culture Committee.

The CEO also provides regular feedback to senior executives in relation to their performance and development.

A performance evaluation for senior executives took place during the year in accordance with the process referred to above.

Principle 2 – Structure the board to be effective and add value

Recommendation 2.1 – Our Board



Matthew Sandblom

Executive Chairman

- An education entrepreneur with over 30 years of experience building successful companies.
- Started his first company, Pascal Press, in 1989 to publish school workbooks and study guides. Since then, he has founded or co-founded many successful companies including Blake Education, Clickview, 3P Learning and Blake eLearning.
- Matthew joined 3P Learning as Chairman in May 2021 and as Executive Chairman from 25 August 2021.



Mark Lamont

Independent Non-Executive Director

- Deep experience in the global education and EdTech sectors with expertise in technology and Internet applications for education, international markets and strategic planning.
- Current directorships include: Education Services Australia Limited, EduGrowth Limited, and Typsy Group Pty Ltd
- Mark joined 3P Learning in March 2018.



Kathy Ostin

Independent Non-Executive Director

- Strong financial, audit and risk advisory experience. A proven track record in strategic and superior business outcomes in a broad sector of industries including technology, content and communications, media and entertainment.
- Current directorships include: dusk Group Limited, Capral Aluminium Ltd, Alex Corporation Limited and Alex Bank.
- Kathy joined 3P Learning in August 2021.



Allan Brackin

Independent Non-Executive Director

- Over 35 years' experience in building revenue growth and market value of both private and public companies in the technology sector. A business leader and advisor, with experience in strategy, sales and marketing, change management, M&A activity and governance.
- Current directorships include: Sovereign Cloud Holdings Limited and Integrated Research Limited.
- Allan joined 3P Learning in August 2021



Belinda Rowe

Independent Non-Executive Director

- Extensive experience across international marketing, communication, media and digital businesses. Brings significant strategic experience in digital capabilities and the application of data and technology to global markets.
- Current directorships include: Temple and Webster Limited, Here There and Everywhere Limited, Soprano Design Limited, Sydney Swans Limited
- Belinda joined 3P Learning in September 2021

The Board has established a People and Culture Committee (**P&CC**) (formerly known as the Nomination and Remuneration Committee), which has authority and power to exercise the roles and responsibilities granted to it under the People and Culture Committee Charter and any other resolutions of the Board delegated to it from time to time.

At the commencement of the Reporting Period, the P&CC was comprised of 3 independent, non-executive directors: Claire Hatton, Sam Weiss and Mark Lamont.

On 6 August 2021, Kathy Ostin and Allan Brackin further joined the P&CC as additional members taking the composition to 5 independent non-executive directors. During September 2021 Belinda Rowe was appointed to the Board as independent non-executive director and accepted appointment as Chairperson of the P&CC. The resignations of Sam Weiss and Claire Hatton would also see their departure from the Board and Committees on 17 and 24 September 2021 respectively.

At the end of the Reporting Period the P&CC was comprised of 4 independent, non-executive directors: Belinda Rowe, Mark Lamont, Kathy Ostin and Allan Brackin.

In accordance with the P&CC Charter, the Committee will meet as frequently as required to perform its functions. The Committee met 6 times during the reporting period.

The Charter of the Committee is available on the 3P Learning website at:
<http://www.3plearning.com/investors/governance/>.

Recommendation 2.2 – Board Skills Matrix

The Board is structured to facilitate the effective discharge of its duties and to add value through its deliberations.

In accordance with the 3P Learning Board Charter, the Company seeks to achieve a range of skills, experience and expertise on the Board, together with the level of competence and understanding required to deal with current and emerging business issues. Requisite skills include in the areas of education and education technology, digital business, ecommerce and product management.

The P&CC is tasked with the responsibility to recruit new directors, including evaluating the balance of skills, knowledge, experience, independence and diversity on the board.

The table below provides a summary of the skills identified and highlights the areas where each Director has significant professional expertise.

| Skill / experience | Matthew Sandblom | Mark Lamont | Kathy Ostin | Allan Brackin | Belinda Rowe |
|---|------------------|-------------|-------------|---------------|--------------|
| Extensive public company board and/or C-level experience | | ✓ | ✓ | ✓ | ✓ |
| Significant experience in developing effective corporate strategy | ✓ | ✓ | ✓ | ✓ | ✓ |

| Skill / experience (continued) | Matthew Sandblom | Mark Lamont | Kathy Ostin | Allan Brackin | Belinda Rowe |
|--|------------------|-----------------|-------------|---------------|--------------|
| Significant experience in accounting and finance, and capital management | ✓ | | ✓ | ✓ | |
| Experience in M&A activity and investor relations | ✓ | ✓ | ✓ | ✓ | ✓ |
| Strong experience in identifying key risks to the organisation and legal compliance | | ✓ | ✓ | ✓ | ✓ |
| Expertise in sales and marketing to consumer and B2B | ✓ | ✓ (B2B only) | ✓ | | ✓ |
| Expertise and significant experience in digital, e-commerce, software enterprise leadership and management | ✓ | ✓ | ✓ | ✓ | ✓ |
| Distinguished career in education and education technology products | ✓ | ✓ | | | |
| Significant global business experience (more than three countries) | ✓ | ✓ | ✓ | ✓ | ✓ |
| Experience with labour, environmental, social and governance (ESG) initiatives | | ✓ | ✓ | | ✓ |

Note: All directors have experience and insights across all the areas listed. The matrix only highlights each member's most significant areas of professional expertise.

Recommendation 2.3 – Independent Directors and Length of Service

The Board is comprised of a majority of independent Directors.

The Board considers the following directors to be an independent non-executive director during the reporting period as follows:

| Director | Independence for this reporting period to 30 June 2022 | |
|---------------|--|---|
| Mark Lamont | Independent | Full year |
| Kathy Ostin | Independent | Full year |
| Allan Brackin | Independent | Full year |
| Belinda Rowe | Independent | Appointed 20 September 2021 |
| Sam Weiss | Independent | Appointment ceased on 17 September 2021 |
| Claire Hatton | Independent | Appointment ceased on 24 September 2021 |

In relation to the current directors, their length of service is set out below

| Length of Service as at 30 June 2022 | |
|--------------------------------------|--|
| >10 years | None |
| > 5 years | None |
| 1-5 years | Mark Lamont, Matthew Sandblom |
| < 1 year | Kathy Ostin, Allan Brackin, Belinda Rowe * |

* The composition of the current 3P board will reach will complete 12 months of service together before 30 September 2022, and at the time of the Annual General Meeting, all directors will have 1-5 years tenure at the Company.

The ASX CGC Principles and Recommendations provide guidance for listed companies about how to assess independence of a director. An independent director is defined as one who is free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the entity as a whole rather than those of an individual security holder or other party.

The Board considers that its Chairperson, Matthew Sandblom is not an independent director of the company. This approach takes into consideration 3P Learning's historical material business relationships with Blake eLearning. Matthew was formerly a majority securityholder of Blake eLearning and is now a current substantial securityholder of 3P Learning, which aligns his interests with the interests of the Company's other shareholders.

Other factors which have been considered in the independence assessment of Matthew include the following:

1. Certain ongoing or temporary related party transactions, which were negotiated at arm's length, due to 3P Learning's acquisition of Blake on 28 May 2021. These are:
 - a. services under a transition services agreement;
 - b. the lease for 655 Parramatta Road, Leichhardt, 3P Learning's registered offices; and
 - c. sales, printing and distribution arrangement with Kalaci Pty Ltd (a company of which Matthew is a shareholder).
2. Matthew has ownership interest in businesses in the education technology space which could be perceived as a conflict with parts of 3P Learning's business:
 - a. Excel Test Zone – a business of operating online test preparation and practice website for the purpose of preparing students for Naplan, opportunity class, selective school tests and other secondary school tests. A perceived conflict arises due to 3P Learning's existing flagship product, Mathletics, having assessment functionality which overlap with the business conducted by Excel Test Zone.
 - b. Clickview Pty Ltd – a company that operates a video technology platform. At present, 3P Learning has a commercial agreement with Clickview under which 3P Learning is granted a licence to use Clickview's video storage, management and delivery technology to deliver 3P Learning products. This arrangement has been in place prior to Matthew joining the 3P Learning board and is ongoing.

The Board regularly reviews the independence of each Non-executive Director in light of information disclosed by the Director. The assessment will then be made in accordance with the guidance

provided for listed companies in the ASX CGC Principles and Recommendations. That assessment will be made at least annually at, or around the time, that the Board considers candidates for election to the Board, and each independent Director is required to provide the Board with all relevant information for this purpose.

If the Board determines that a Director's independent status has changed, that determination will be disclosed to the market in a timely fashion.

The Board takes its responsibility to corporate governance seriously and has put in place protocols to ensure that the considerations of matters by the Board and any Board Committees is undertaken free from any actual or perceived conflicts of interest. This is set out in more detail in Recommendation 2.5 below.

Recommendation 2.4 – Independence of the Board

Although the Chairperson is not considered independent due to the reasons stated above, the remaining Board members which comprise the majority of the Board, are considered independent.

Recommendation 2.5 – Independence of the Chairperson

The Chairperson of the Board is Matthew Sandblom, and the CEO is Jose Palmero. While the Chairperson is not the same person as the CEO, he is not considered independent by the Board. Notwithstanding this, the Board believes Matthew is the best candidate to communicate the Company's vision, strategy and to set market expectations.

In circumstances where the Chairperson would not meet an objective assessment of 'independence', the ASX CGC Principles and Recommendations suggests the appointment of a senior independent director or deputy chair who can fulfil the role whenever the Chairperson is conflicted.

The role of the lead independent director is to provide leadership to the independent directors, liaise with the CEO on behalf of the independent directors and advise (or arrange for advice to be provided to) the Board on matters where there may be an actual or perceived conflict of interest involving the Executive Chairman or the CEO. The position of senior independent director is determined by the independent directors. The senior independent director may assume the role of Chairman when the Chairman is unable to act in that capacity due to unavailability or lack of independence. The position also offers an alternative point of contact for shareholders.

Upon the recommendations of the P&CC, the Board has approved the appointment of Allan Brackin as Senior Independent Director of the Board of the Company.

The Board has also approved that in the event the Executive Chairman is absent from a meeting or part of a meeting, or resigns from the Board, Allan is to act as Senior Independent Director of the Board of the Company for that period.

No information will be provided to Matthew if that information may give rise to a conflict of interest or potential conflict of interest in relation to Matthew and the Company. Where a matter is to be discussed by the Board that could be in conflict with a matter in which Matthew has an interest, Matthew will not participate in the discussions regarding, nor take part in any decision-making process in relation to, the matter in question. In addition, Matthew will recuse himself from the relevant meeting during any discussion or decision-making process in relation to the matter. These steps will be noted in the minutes of each meeting of the Board. Beyond these express directions, Matthew will act in the best interests of 3P Learning, the discharge of his duties as a director remains paramount and nothing in this protocol is intended to limit in any way the duties owed to 3P Learning.

by the directors of the Company.

Recommendation 2.6 – Induction

In accordance with the Board Charter, the Directors are expected to participate in an induction or orientation program on appointment, and any continuing education or training arranged for them.

The purpose of the program is to assist new directors to understand the industry and regulatory environment in which the Company operates, the company mission, its business operations, and its leadership team. Directors are also encouraged and supported by the Company to undertake appropriate professional development opportunities and the Company Secretary will help to organise and facilitate the induction and professional development of Directors as required.

The board or the nomination committee also ensures that directors receive briefings on material developments in laws, regulations and accounting standards relevant to the Company.

Principle 3 – Act Lawfully, Ethically and Responsibly

Recommendation 3.1 – Company Purpose and Values

The Company recognises that respect for employees, customers, suppliers and other stakeholders is fundamental to the Company's long-term success. The Company's social responsibility includes interacting with all stakeholders with integrity, striving to run our business in a way that produces social and economic benefits for the communities we serve globally, whilst minimising our environmental impact.

3P Learning seeks to attract outstanding people from a multitude of different backgrounds and careers. The global team is united by our company purpose – **Better Ways To Learn**.

We have spent time in FY22 articulating what Better Ways To Learn means to us

**At 3P, we are passionate about better ways to learn.
We want every child to learn the fundamental skills
required for academic success,
and to develop a lifelong love of learning.**

**At 3P, we are passionate about making a difference.
We recognise that literacy and numeracy are core life skills.
We create learning programs that make a real difference
in the lives of children, parents and teachers.**

At 3P, we are passionate about positive learning experiences. Our programs are motivating and engaging, where learning is fun, playful and most of all, successful. We strive to make learning a joyful experience, and believe that Practice and Play, result in Progress.

At 3P, we bring our passion for better ways to learn into everything we do. We continuously improve our programs and our technology so that learning with our programs is something to look forward to.

We have also created a refreshed set of company values. Our values drive our actions every day, and bring to life ‘how’ we work.

Our values capture what it is like to work “at” 3P Learning, and “with” 3P Learning. They set out what our employees, customers, children, parents and teachers can expect from our team around the world when they work and engage with 3P Learning.

Our refreshed values were created through an interactive project that involved all of 3P’s employees around the world, our leadership team, our Board of Directors and our customers. Our five company values are:

1. **Create Lifelong Learners**
2. **Find Better Ways**
3. **Make It Happen**
4. **Be Authentic**
5. **Thrive Together**

| Create Lifelong Learners | Find Better Ways | Make It Happen | Be Authentic | Thrive Together |
|--|--|--|---|---|
| <i>We are a team who care deeply about creating something special; we are purpose driven and passionate about our work, as well as the success of all who we work with – our customers, our colleagues, our partners and each other.</i> | <i>Discovering better ways to <u>learn</u>, to <u>work</u>, to <u>create</u>, and to <u>be</u> is the foundation of our culture. We strive to keep looking forward. We are always evolving, imagining more and being better at all that we do.</i> | <i>We are a results focused team who love to succeed. We are fast and flexible, and we set and achieve ambitious goals. We thrive on going further than we thought was possible.</i> | <i>We are true to ourselves. We are respectful, courageous, unique and honest. We value diverse perspectives. We keep it real, and we bring this to life in our actions, and our mindset, to help us to achieve more.</i> | <i>We are one global team, made of many. We are truly connected and also empowered to succeed as individuals. We grow together, are stronger together and we trust one another.</i> |

At 3P Learning we consider that our purpose and values are brought to life in our people, our products and our process, to build our long-term leadership in education technology, and to support the teaching of core life-changing skills (reading, writing and arithmetic).

Our purpose and values also drive focus and enhance the achievement of our strategic goals from the Board level to senior executives, and to all 3P Learning teams.

Recommendation 3.2 – Code of Conduct

The Board has adopted a Code of Conduct which sets out the values, commitments, ethical standards and policies of 3P Learning. This important document outlines the minimum standards of conduct expected of 3P Learning’s business and people, taking into account 3P Learning’s legal obligations and other obligations to its stakeholders. The Code of Conduct applies to all Directors, as well as all officers, employees, contractors, consultants and other persons that act on behalf of 3P Learning and its associates. It encourages staff to ‘speak up’ so that work-place related concerns and problems are dealt with fairly, sensitively and quickly.

Recommendation 3.3 and 3.4 – Whistleblower Policy & Anti-bribery and Corruption Policy

In keeping with the spirit of the Code of Conduct and to further support a culture of transparency and disclosure, we also have in place a standalone Whistleblower Policy and Anti-bribery and Corruption Policy.

In accordance with the terms of the policies, any material breaches under either of the policies will be immediately reportable to the Board.

The policies mentioned above are available on the 3P Learning website [here](#).

Principle 4 – Safeguard the Integrity of Corporate Reports

Recommendation 4.1 – Audit Committee

The Board has established an Audit and Risk Committee. This Committee is responsible for, amongst other things, appointing the Company’s external auditors and overseeing the integrity of the Company’s financial reporting systems and financial statements.

At the commencement of the Reporting Period the Audit and Risk Committee was comprised of 3 independent, non-executive directors: Sam Weiss, Claire Hatton, and Mark Lamont.

On 6 August 2021, two additional independent non-executive directors were appointed, Ms Kathy Ostin and Mr Allan Brackin. This was followed by the appointment of Ms Belinda Rowe on 20 September 2021. The resignations of Sam Weiss and Claire Hatton would also see their departure from the committee on 17 and 24 September 2021 respectively.

The chairperson of the Audit and Risk Committee is Kathy Ostin, who brings her extensive audit background, being formerly an audit partner at KPMG as well as being the Chairperson on Audit & Risk Committees of publicly listed companies.

At the end of the Reporting Period the Audit and Risk Committee was comprised of 4 independent, non-executive directors: Kathy Ostin, Allan Brackin, Mark Lamont and Belinda Rowe.

The Audit and Risk Committee Charter is available on the 3P Learning website [here](#).

The Committee met 5 times during the reporting period. Further details on meetings of the Committee and director attendance are disclosed in the FY22 Annual Report.

Recommendation 4.2 – CEO and CFO Declaration

In relation to the financial statements for the financial year ended 30 June 2022 and the half-year ended 31 December 2021, the Company's CEO and CFO have provided the Board with declarations that, in their opinion:

- the financial records of the Company have been properly maintained;
- the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company; and
- their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Recommendation 4.3 – Periodic Corporate Reporting

All periodic reports are subject to approval from the Board or a Board Committee before release and this approval process includes confirmation from management to the Directors that the relevant report has been reviewed and is accurate.

Where a periodic report is not subject to audit or reviewed by an external auditor, 3P Learning ensures it employs processes which minimise the chance of error in the report. Generally, this involves engaging with relevant internal stakeholders throughout the report generation process from start to finish, culminating in internal sign-off by relevant stakeholders that the portion of the report to which they have contributed is accurate.

Principle 5 – Make Timely and Balanced Disclosure

Recommendation 5.1 – Continuous Disclosure Obligations

The Board has adopted a Disclosure and Communication Policy, which sets out 3P Learning's commitment to the objective of promoting investor confidence and the rights of shareholders by:

- complying with the continuous disclosure obligations imposed by law;
- ensuring that company announcements are presented in a factual, clear and balanced way;
- ensuring that all shareholders have equal and timely access to material information concerning 3P Learning; and
- communicating effectively with shareholders and making it easy for them to participate in general meetings.

The Disclosure and Communication Policy is available on 3P Learning's website [here](#). The policy is periodically reviewed to check that it is operating effectively and whether any changes are required to the policy.

Recommendation 5.2 – Material Announcements

The Company Secretary ensures that its Board receives copies of all material market announcements promptly after their release to the market. Automatic notifications have been set up to ensure that all Directors receive a copy of the announcements at their time of release.

Recommendation 5.3 – Material Announcements

The Company generally conducts investor roadshows soon or immediately after the release of its half year or full year results. The management team aims to provide a comprehensive review of the company's strategy and performance to date. New investors have the opportunity to meet with the senior management team and/or its Board members in accordance with the Company's Disclosure and Communication Policy. In the event any standalone analyst presentations are prepared for any new investors which may contain material new information not yet or not previously disclosed to the market, the Company will release a copy of the presentation materials on the ASX market announcement platform ahead of the presentation.

Principle 6 – Respect the Rights of Security Holders

Recommendation 6.1 – Material Announcements

3P Learning respects the rights of its shareholders and has adopted policies and practices to facilitate the effective exercise of those rights through the provision of information about the Company and its operations and the opportunity to participate at general meetings.

Information concerning 3P Learning and its governance practices is available on the 3P Learning website. Relevant sections of the 3P Learning website (www.3plearning.com) is summarised below.

| | |
|------------------------|--|
| <u>Investor Portal</u> | contains a snapshot of latest news and key dates, as well as links to other information relevant to investors, as outlined below |
| <u>About 3P</u> | contains information about our Directors, our Leadership team, our AGM, our priorities and information about our products and partnerships |
| <u>Financials</u> | includes financial results information and investor presentations. Annual Reports which can be accessed here . |
| <u>Governance</u> | sets out the Company's constitution, Board and Board Committee Charters as well as copies of key 3P Learning policies |
| <u>Shareholders</u> | general information for our shareholders, including how to update their information with our share registry. |

The Investor portal URL is: <http://www.3plearning.com/investors/>

Recommendation 6.2 – Investors Relations Program

The Board has adopted a Disclosure and Communication Policy which supports its commitment to effective communication with its shareholders. In addition, 3P Learning intends to communicate with its shareholders:

- by making timely market announcements;
- by posting relevant information on to its website;
- by inviting shareholders to make direct inquiries to 3P Learning; and
- through discussion at general meetings.

The Disclosure and Communication Policy is available on 3P Learning's website [here](#).

3P Learning has a comprehensive security holder engagement program which includes briefings, presentations and events throughout the year. The program includes scheduled and ad-hoc briefings with analysts as well as formal investor roadshows with institutional and private investors, usually after the release of our half year or full year results, in order to foster a forum for communication between 3P Learning and its security holders.

We also take onboard feedback from investors and security holders about the nature of information that they believe would be useful to improve their understanding of our company, operations, strategies and performance, and we seek to incorporate this feedback in our corporate reporting via the ASX.

Recommendation 6.3 – Meeting Participation

3P Learning security holders are encouraged to attend and participate in its AGM, either in person, by proxy, attorney or by other means adopted by the Board. In addition, the Company's external auditor is made available to attend the AGM and to answer questions about the conduct of the audit and the preparation and content of the auditor's report.

Notifications of the AGM are provided on our website and, if requested by security holders, are sent by email or post. Shareholders can easily make or update their communication preferences to receive documents electronically or physically by contacting our registry, Link Market Services (see 6.5 below).

Security holders can also contact the company at investors@3plearning.com

Recommendation 6.4 – Voting at Meeting of Security holders

Resolutions at 3P Learning's general meetings of security holders have historically all been decided by a poll rather than a show of hands. The Company believes that this approach provides a more equitable basis to ensure all security holders who are capable and willing to vote, have the opportunity to do so.

Recommendation 6.5 – Communication with Share Registry

3P Learning security holders can easily make or update their communication preferences to receive documents electronically or physically.

3P Learning encourages all shareholders to provide an email address to Link Market Services ("Link") so that we can communicate with you electronically when shareholder notices become available online, including for items such as meeting documents and Annual Reports.

Security holders can update their communication preferences by contacting Link Market Services by telephone during business hours at **1300 554 474** (in Australia) or **+61 1300 554 474** (outside Australia), or by visiting <https://investorcentre.linkmarketservices.com.au/> with their security holder details to log in.

To contact 3P Learning, security holders can email investors@3plearning.com

Principle 7 – Recognise and Manage Risk

Recommendation 7.1 – Risk Committee

The Board has established an Audit and Risk Committee to, amongst other things, ensure 3P Learning has an effective risk management system in place and to manage key risk areas. The Committee has reviewed the Company's risk management framework during the reporting period and satisfied itself that it remains sound.

Please refer to Recommendation 4.1 above for details of the Audit and Risk Committee's composition, the meetings held throughout the reporting period, and their independence.

Recommendation 7.2 – Risk Management Framework

3P Learning's Senior Leadership team is responsible for the design and implementation of the risk management systems to manage the Company's risks, guided by the risk appetite set by the Board. Management reports to the Audit and Risk Committee Charter regularly on how material risks are being managed and the effectiveness of the controls in place to mitigate those risks. The Audit and Risk Committee reviews those reports at each Committee meeting and the Company's risk management framework annually to satisfy itself that it continues to be sound.

In FY22, a review of the Company's Risk Management Framework was completed and confirmed that it continued to be sound, and that the entity is operating with due regard to the risk appetite set by the board.

Recommendation 7.3 – Internal Audit Function

3P Learning does not currently have an internal audit function. However, as set out in the Audit and Risk Committee Charter, the Committee has responsibility to ensure that 3P Learning has appropriate internal audit systems and controls in place, and to oversee the effectiveness of these internal controls. The Committee is also responsible for conducting investigations of breaches or potential breaches of these internal controls.

The material business risks faced by the Company, that are likely to influence the financial prospects of the Company, are set out in the Directors' report contained in the FY22 Annual Report available on the 3P Learning website at <https://www.3plearning.com/investors/results>.

Recommendation 7.4 – Environmental or Social Risks

The disclosures below relate to potential material exposure to environmental or social risks. This is not a comprehensive list of the risks which the Company faces or the mitigating actions that have been adopted.

Privacy and data security: the Company is cognisant of the industry in which it operates and meeting legal, community and customer expectations in relation to privacy of personal information and cybersecurity, as these risks have the ability to impact students, the Company's reputation, sales and consequently shareholder value. The Company also recognises that globally, community attitudes and expectations have evolved, and it is necessary to remain attune with such changes and to reflect them in the Company's operations and practices, for example, expanding risk considerations beyond the scope of personal information to 'big data' ethics (including use of anonymous / deidentified information).

The Company seeks to manage privacy and system security risks through its risk management framework, which includes a periodic review of the nature and severity of the risks and by implementing and monitoring the effectiveness of controls and mitigants put in place to manage these risks. These measures include training/education for staff, policies, transparency and informed disclosures, technical, administrative and physical security measures, audits and testing both internally and by independent advisors.

A growth focused, high performance culture: The Company's strategic priorities are underpinned by its people, values and culture and the Company recognises that building and maintaining a diverse, inclusive and high performing culture and workforce is important to drive strong and sustainable performance and security holder returns. The Company operates out of three main regions and serves a diverse range of customers and stakeholders in over 50 countries around the world. The recruitment and retention of high performance staff, from a diverse range of backgrounds, skill sets and geographic backgrounds is important for the Company's continued success to gain insight into and reflect the expectations and needs of its customer base and to position it for future growth in core markets and new markets. The Company has implemented a number of related initiatives, including:

- using the Culture Amp employee engagement platform to enable a more agile feedback environment;
- implementing a multi-faceted People and Culture plan, with executive ownership, that is informed by the insights gathered from our employee surveys, to empower our people to achieve;
- continuing to build a compelling employee experience which includes a global benefits review to ensure best practice and market competitive;
- every 3P Learning team member now has part of their remuneration linked to company performance;
- considering diversity in its broadest sense in recruitment activities; and
- ongoing commitment to the Company's purpose and values to drive a uniform global standard for workplace behaviour through common language and focus.

Changes in industry / market: the Company remains constantly in tune with changes in the industry, government policy, funding and expectations, the competitive landscape and innovation and advances in technology. Close engagement with governing education bodies, monitoring policy changes, collecting and actioning customer feedback, developing and leveraging a scalable digital publishing platform that allows rapid development and reconfiguration of products to serve international markets, pedagogy and curriculums, participation in industry events and regular discussion about risks and strategy at a Board and senior management level, are some of the important measures the Company has in place to monitor and mitigate this risk. Further, we focus on ensuring our products provide engaging, educationally sound user experiences to ensure our products remain relevant.

Environment: The Company does not consider that it has any material environmental risks.

Principle 8 – Remunerate Fairly and Responsibly

Recommendation 8.1 – People & Culture Committee

3P Learning has a People and Culture Committee (**P&CC**) which is delegated with responsibility for developing, reviewing and making recommendations on:

- 3P Learning’s remuneration framework for directors, including the process by which any pool of directors’ fees approved by security holders is allocated to directors;
- the remuneration packages to be awarded to senior executives;
- equity based remuneration plans for senior executives and other employees; and
- superannuation arrangements for directors, senior executives and other employees.

Please refer to Recommendation 2.1 above for details of the P&CC’s composition, the meetings held throughout the reporting period, and their independence.

Recommendation 8.2 – People & Culture Committee

The policies regarding remuneration of non-executive directors, the remuneration arrangements of the Executive Chairman, and employment arrangements of other key management personnel and senior management, are disclosed separately in the Remuneration Report section of the FY22 Annual Report available on the 3P Learning website [here](#).

Recommendation 8.3 – Equity-based remuneration scheme

Under 3P Learning’s Trading Policy, certain designated persons are prohibited from entering into transactions or arrangements with anyone which could have the effect of limiting their exposure to risk relating to an element of their remuneration that:

- has not vested; or
- has vested but remains subject to a holding lock.

In addition, 3P Learning has a policy relating to certain designated persons prohibiting entering into margin lending arrangements relating to 3P Learning’s shares, prohibiting short term or speculative trading in 3P Learning’s shares or in financial products associated with 3P Learning’s securities and prohibiting dealing in financial products associated with 3P Learning’s securities.

The 3P Learning Trading Policy is available on the 3P Learning website [here](#).



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