

ASX ANNOUNCEMENT

20 November 2020

Chairman's address to Scheme Meeting

WELCOME

Ladies and gentlemen and fellow shareholders in 3P Learning Limited, thank you for joining us today for the Scheme Meeting relating to the 3P Learning Scheme of Arrangement which is being held online using the virtual meeting platform provided by our share registrar, Link Market Services Limited. If we experience any technical issues today, a short recess or an adjournment may be required depending on the number of shareholders being affected. If this occurs, I shall advise you accordingly.

QUORUM

It is now 11.00am and the Company Secretary has advised me that a quorum present, so I declare this meeting open. With me today are also the Directors and other officers of the Company:

- Rebekah O'Flaherty, the Company's Managing Director and Chief Executive Officer;
- The Independent Non-Executive Directors:
 - Claire Hatton; Chair of our People & Culture Committee
 - Roger Amos; Chair of our Audit and Risk Committee and
 - Mark Lamont.
- The Company Secretary, Jia Chen (Elizabeth 'Liz') Wang.
- The Chief Financial Officer, Dimitri Aroney.

The virtual platform for this meeting enables shareholders to ask questions.

To ask a question, please click on the 'Ask a Question' button at the top or bottom of the webpage. We will review and respond to the questions received via the online platform later in these proceedings. Shareholders can submit their questions now and at any time during the proceedings until I advise the meeting that discussion has been closed.

I encourage shareholders who have questions, to send their questions through as soon as possible.

SCHEME OVERVIEW

On 14 August 2020, 3PL announced that it had entered into a Scheme Implementation Agreement with IXL Learning Inc. and IXL Australia Pty Ltd ("**IXL**"), under which it was proposed that IXL Australia Pty Ltd would acquire all of the issued share capital in 3PL by way of a Scheme

of Arrangement (“**SIA**”). If the scheme is implemented, 3PL Shareholders will receive \$1.35 cash per 3PL share.

PURPOSE OF SCHEME MEETING

Today, 3PL Shareholders will be asked to consider and vote on a resolution in relation to the proposed acquisition which requires their approval for it to proceed. Firstly, I will provide an overview of the Directors’ recommendation and the Independent Expert’s conclusion in respect of the Scheme. I will then present the Scheme Resolution to be considered following which there will be time for questions and answers. Immediately after the Question & Answer session we will display the proxy votes for the Scheme Resolution and will take a vote by poll on the Scheme Resolution. The results of today’s Scheme Meeting will be announced to the ASX and posted on 3PL's website later today.

SCHEME BOOKLET AND DIRECTORS’ RECOMMENDATION

3PL Shareholders have received either an email or hardcopy letter containing instructions on how to access the Scheme Booklet dated 21 October 2020 electronically together with a link to submit a proxy or direct vote if you elected to receive communications electronically or, if you did not, you will have been sent a hardcopy personalised voting form. The Scheme Booklet, which will be taken as read, includes:

- A notice convening today’s Scheme Meeting;
- An overview of the Scheme;
- The key considerations relevant to each 3PL Shareholder’s vote;
- Frequently asked questions; and
- Information about 3PL and IXL.

The 3PL Directors unanimously recommend that 3PL shareholders approve the Scheme by voting in favour of the Scheme Resolution, subject to no Superior Proposal being made to acquire 3PL and the Independent Expert concluding, and continuing to conclude, that the Scheme is in the best interests of 3PL Shareholders. All of my fellow 3PL Directors and I intend to vote all of the 3PL Shares held or controlled by us in favour of the Scheme.

The details on the basis for the 3PL Directors’ recommendation and the reasons to vote in favour of the Scheme or to vote against the Scheme were set out in section 1 of the Scheme Booklet.

INDEPENDENT EXPERT

The 3PL Directors appointed Lonergan Edwards & Associates Limited as the Independent Expert to assess the merits of the Scheme. A copy of the Independent Expert’s Report is also included in the Scheme Booklet. The Independent Expert has concluded that the Scheme is fair and reasonable and therefore in the best interests of 3PL Shareholders taken as a whole, in the absence of a Superior Proposal.

STATUS OF CONDITIONS PRECEDENT

The SIA contains a number of Conditions Precedent. The key conditions which remain outstanding are:

- 3PL Shareholder approval of the Scheme at today's Scheme Meeting; and
- Final approval by the Supreme Court of New South Wales at the Second Court Hearing which is scheduled for Monday 23 November 2020.

Nothing has occurred to date which would prevent those conditions from being satisfied.

The 3PL Directors also confirm that as at the date of this Scheme Meeting:

- no Superior Proposal has been received by 3PL since the announcement of the Scheme Implementation Agreement on 14 August 2020; and
- the Independent Expert has not changed its opinion that the Scheme is fair and reasonable and therefore in the best interests of 3PL shareholders taken as a whole in the absence of a Superior Proposal.

DIRECTORS' RECOMMENDATION AND STATUS OF BYJU'S NBIO

Shareholders should note that 3PL announced on 12 November 2020 that it had received a non-binding indicative proposal from Think and Learn Private Limited (which operates under the brand name, BYJU'S) ("**BYJU'S**"), a private ed-tech company based in India. On 18 November 2020, 3PL announced the receipt of a revised non-binding indicative proposal ("**Revised Indicative Proposal**"). You should refer to these ASX announcements and all subsequent ASX announcements, for more information on the BYJU'S proposal.

Consistent with our obligations under the SIA, 3PL has agreed to allow BYJU'S to undertake a period of due diligence and has provided data room access to BYJU'S to allow it to progress the Revised Indicative Proposal. However, there is no certainty that the Revised Indicative Proposal will result in a binding offer from BYJU'S and at this time, no such binding offer has been made.

Given the conditionality attached to the Revised Indicative Proposal including completion of satisfactory confirmatory due diligence, unanimous 3PL Board recommendation and entry into a scheme implementation agreement, 3PL is of the view the Revised Indicative Proposal is not, at this point in time, a Superior Proposal under the Scheme Implementation Agreement that was entered into with IXL.

Pursuant to the terms of the SIA, the Directors of 3PL must continue to recommend shareholders vote in favour of the Scheme and cast their votes in favour of it, unless there is a Superior Proposal or there is a change in recommendation by the Independent Expert.

REQUISITE MAJORITIES FOR SCHEME TO BE APPROVED

As the Scheme is conditional on 3PL Shareholder approval, the Scheme Resolution needs to be approved by the requisite majorities of 3PL Shareholders, which are:

- at least 75% of the total number of the votes cast on the Scheme Resolution (at this virtual Scheme Meeting, by direct vote or by proxy, attorney or corporate representative); and

- a majority in number (more than 50%) of 3PL Shareholders present and voting (at this virtual Scheme Meeting, by direct vote or by proxy, attorney or corporate representative).

IMPLEMENTATION OF THE SCHEME

If the Scheme Resolution is passed by the 3PL Shareholders in the requisite majorities, the Second Court Hearing will be held on Monday 23 November 2020. If the Court approves the Scheme, a copy of the Court order approving the Scheme will be lodged with ASIC and the Scheme will become Effective. On the Implementation Date, which is currently expected to be Thursday 3 December 2020, 3PL Shareholders who are registered on the Scheme Record Date, at 5:00pm AEDT on Thursday 26 November 2020, will receive cash consideration of \$1.35 per 3PL Share that they hold.

With this background, we will now move to the formal business of the Scheme meeting.

Sam Weiss
Chairman
3P Learning Ltd
Friday, 20 November 2020

ENDS

This announcement has been authorised for release by the Chairman of 3PL.

For further information, please contact:

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