



2022 Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM** or **Meeting**) of 3P Learning Limited (**Company**) will be held in the 3P Learning Boardroom at 655 Parramatta Road, Leichhardt NSW 2040 on **Wednesday, 16 November 2022 at 10:30 am** (AEDT) for the purpose of transacting the business set out in this notice.

Items of Business

Ordinary Business

1. Receipt of Annual Financial Report

To receive and consider the Company's financial statements, the Directors' report and the Auditor's Report for the financial year ended 30 June 2022.

Note: No resolution is required for this item of business.

2. Adopt the 2022 Remuneration Report

To consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2022 be adopted."

A voting exclusion applies to this resolution – see further below for details. Note: the vote on this resolution is advisory only and does not bind the directors or the Company.

3. Election of Director – Mr Craig Coleman

To consider and, if thought fit, to pass the following as an ordinary resolution:

"That Mr Craig Coleman being eligible under the cl 10.6 of the Constitution, be elected as a Director of the Company with effect from the conclusion of the Company's 2022 AGM."

Note: This resolution to appoint Mr Coleman has been put forward by a substantial shareholder, and Mr Coleman is eligible for nomination following the Company's receipt of the written nomination and consent to nomination in accordance with ASX Listing Rule 14.3 and clause 10.6 of the Company constitution. Please refer to the explanatory materials for more information.

Special resolution

4. Modify the Company's Constitution

To consider and, if thought fit, to pass the following as a **special resolution**:

"That, with effect from the conclusion of the Company's 2022 AGM, clauses 8.3, 8.8 and clause 21 of the constitution of the Company is amended and modified in the manner described in Item 4 '*Table: Amendments for approval*' in the Explanatory Statement."

Asking questions at the AGM

Shareholders will be able to submit questions in person during the Meeting, or may also submit questions prior to the meetings through the 3PL's Share Registry's website at www.linkmarketservices.com.

Further information in relation to each resolution to be considered at the Annual General Meeting is set out in the enclosed Explanatory Notes. The information for shareholders and Explanatory Notes form part of this Notice of Annual General Meeting.

By order of the Board



Joyce Li
Company Secretary
14 October 2022

Voting exclusions for Item 2 – Remuneration Report

Item 2 is a resolution connected directly with the remuneration of members of the Company's Key Management Personnel (KMP). The Corporations Act restricts KMP and their closely related parties from voting on these Items. A "closely related party" of a KMP is defined in the Corporations Act and includes a spouse, dependent and certain other close family members, as well as any companies controlled by a member of the KMP.

In accordance with these requirements, the Company will disregard any votes cast on the resolution in Item 2:

- by or on behalf of a member of the Company's KMP named in the Remuneration Report or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy or an attorney for a person who is a member of the KMP at the date of the AGM or their closely related parties.

However, the Company will not disregard votes cast on Item 2 if they are cast as proxy for a person entitled to vote on those Items:

- in accordance with the directions on the voting form; or
- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy as the proxy decides, even though Item 2 is connected with the remuneration of the Company's KMP; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - I. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, on the resolution; and
 - II. the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Entitlement to attend and to vote

The directors have determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that persons who are registered holders of shares of the Company as at **7.00pm (AEDT) on Monday 14 November 2022** will be eligible to attend and to vote at the Meeting as a shareholder. Accordingly, registrable transmission applications or transfers registered after this time will be disregarded in determining entitlements to vote at the Meeting.

The Company's Shareholders and their proxies, attorneys or corporate representatives will be able to participate in the Meeting in person.

Voting at the Meeting

If you are eligible to vote at the Meeting, you may:

- attend and vote at the Meeting;
- lodge a direct vote in advance of the Meeting;
- appoint a proxy (including the Chair of the Meeting), corporate representative or attorney to attend the Meeting and vote on your behalf at the Meeting.

Voting will be conducted by poll.

If you would like to attend and vote at the Meeting, please remember to bring the voting form accompanying this Notice of Meeting. The form will assist in registering your attendance.

Voting in advance

You may cast your vote in advance of the Meeting by following the instructions on the voting form accompanying this Notice of Meeting. You can still vote at the Meeting if you wish; this will override your vote in advance.

Voting by proxy (including appointing the Chairman as your proxy)

Any shareholder who is entitled to attend and cast a vote at the meeting may appoint a proxy.

To vote by proxy please sign and return the voting form accompanying this Notice of Meeting. You may also do this online at www.linkmarketservices.com.au.

A proxy need not be a 3PL Shareholder and may be an individual or a body corporate.

If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy, as discussed below.

A shareholder who is entitled to cast two or more votes may appoint two proxies to attend the meeting and vote on their behalf and may specify the proportion or number of votes each proxy is appointed to exercise. If a shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions). If you wish to appoint a second proxy, an additional proxy form may be obtained by calling the 3PL Share Registry on (+61) 1300 554 474

If you do not instruct your proxy on how to vote, your proxy may vote as they see fit at the Meeting.

If a proxy appointment is signed by a 3PL Shareholder but does not name the proxy or proxies in whose favour it is given, the Chairman of the Meeting will act as proxy. If you appoint the Chairman of the Meeting as your proxy and you do not direct your proxy how to vote on an item of business set out in this Notice of Meeting, then by completing and submitting the voting form you will be expressly authorising the Chairman of the Meeting to exercise the proxy and vote as the Chairman of the Meeting decides on that item of business (even though Item 2 is connected directly or indirectly with the remuneration of members of the KMP and the Chairman of the Meeting is a member of the KMP).

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

If you choose to appoint a proxy to attend and vote on your behalf at the Meeting, you may still attend and participate in the Meeting but you will not be entitled to vote at the Meeting unless you have revoked your proxy instructions by contacting the 3PL Share Registry as set out below.

If you wish to amend your proxy, you may lodge a replacement proxy online at www.linkmarketservices.com.au by following the instructions below:

- select 'Investor Login' and in the 'Single Holding' section enter 3P Learning Limited or the ASX code 3PL in the Issuer name field, your Holder Identification Number (HIN) or Security Reference Number (SRN), postcode and security code which is shown on the screen and click 'Login'; and
- select the 'Voting' tab and then follow the prompts,

or by contacting the 3PL Share Registry on +61 1300 554 474, (in each case, provided that the replacement proxy instructions are received by the 3PL Share Registry by no later than **10.30am (AEDT) on Monday, 14 November 2022** (or, if the Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Meeting in relation to the resumed part of the Meeting).

Direct voting

You may also vote directly on the resolutions without attending the Meeting in person by following the instructions on the voting form. If you lodge a direct vote, you are voting directly and are not appointing a third party, such as a proxy, to act on your behalf.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

Voting by corporate representative

If you are a body corporate, you may appoint a corporate representative to attend and vote at the Meeting on your behalf. The appointment must comply with section 250D of the Corporations Act.

If a corporate representative is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received by the 3PL Share Registry by no later than **10.30am (AEDT) on Monday, 14 November 2022**. The certificate must be received by the registry via email at vote@linkmarketservices.com.au.

Voting during the Meeting

3PL Shareholders and proxies that are attending the Meeting will be able to vote on the resolutions directly between the commencement of the Meeting and the closure of voting as announced by the Chair during the Meeting.

Lodging your voting form

For information on how to lodge your vote, please refer to voting form accompanying this Notice of Meeting.

Voting forms must be received by the 3PL Share Registry or lodged online by no later than **10.30am (AEDT) on Monday, 14 November 2022**.

If a voting form is completed under power of attorney or other authority, the original or certified copy of the power of attorney or other authority must accompany the completed voting form or be mailed or faxed per the details on the proxy form, unless the power of attorney or other authority has previously been given to the 3PL Share Registry.

Questions from Shareholders

The Chairman of the meeting will allow a reasonable opportunity for shareholders at the meeting to ask questions about and make comments on the management of the Company and on the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report (collectively, 'Reports'), as well as each of the Resolutions to be considered at the meeting.

Shareholders may also submit written questions to the Company before the AGM.

The Chair will endeavour to address as many of the more frequently raised relevant questions as reasonably possible. However, there may not be sufficient time available at the AGM to address all of the questions raised. Please note that individual responses will not be sent to any shareholder.

A representative of the Company's auditor, EY, will also attend the meeting. During the Meeting's consideration of the Reports, the Chair of the Meeting will allow a reasonable opportunity for shareholders at the Meeting to ask the auditor's representative questions relevant to the:

- conduct of the audit;
- preparation and content of the Auditor's Report for the financial year ended 30 June 2022;
- accounting policies adopted by the Company in relation to the preparation of the financial statements contained in the Financial Report for that year; and
- independence of the auditor in relation to the conduct of the audit.

Any written questions must be received by no later than **5.00pm (AEDT) on Wednesday, 9 November 2022**. Please submit your written questions by emailing them to the Company Secretary at investors@3plearning.com (please include your full name and SRN).

Explanatory Notes

These Explanatory Notes form part of the 2022 AGM Notice of Meeting and are intended to provide shareholders of the Company with information to assess the proposed resolutions. The Directors recommend that shareholders read these Explanatory Notes in full before making any decision in relation to the resolutions.

ORDINARY BUSINESS

Item 1 – Receipt of Annual Financial Report

In accordance with section 317 of the Corporations Act, the Company is required to lay before the Annual General Meeting the reports of the Directors and Auditors, for the year ended 30 June 2022 and the Financial Report, including the Financial Statements of the Company, for the year ended 30 June 2022.

Shareholders will be able to ask questions and direct written questions received in advance to the Company's auditor, Ernst & Young (the Auditor), if the question is relevant to:

- The content of the Auditor's Report to be considered at the Meeting; or
- The conduct of the audit of the Financial Report to be considered at the Meeting.

There is no requirement for a formal resolution on this item. Accordingly, there will be no formal resolution put to the AGM.

Item 2 – Adoption of the 2022 Remuneration Report

The Remuneration Report is presented within the Directors' Report on pages 12 to 28 of the Company's 2022 Annual Report, and is also available on the Company's website at <http://www.3plearning.com/investors/>. It sets out the remuneration policy for the Company and explains the remuneration arrangements in place for non-executive directors, the CEO and other KMP.

In accordance with section 250R(2) of the Corporations Act, the Company is required to present its Remuneration Report to shareholders and shareholders will be asked to vote on this item.

This resolution is advisory only. The Board will however take the outcome of the vote, as well as shareholder feedback, into consideration when reviewing the remuneration framework for future years. Shareholders should also note that, if 25% or more of the votes cast are against the Remuneration Report, the first element in the Board spill provisions contained in the Corporations Act (i.e. the 'two strikes' rule) will be triggered. While this would not impact on the current year's Annual General Meeting, it would affect next year's Annual General Meeting.

A voting exclusion applies to this item of business, as set out in the Notice of Meeting.

Recommendation

The Board unanimously recommends that shareholders **VOTE IN FAVOUR** of Item 2. The Chairman of the Meeting intends to vote all available proxies in favour of Item 2.

Item 3 – Election of Director – Mr Craig Coleman

Mr Craig Coleman's nomination to the office of director of the Company has been put forward by substantial shareholder, Viburnum Funds (18.38%). The Company received the written nomination in accordance with ASX Listing Rule 14.3. The Company has also received Mr Coleman's consent to nomination lodged in accordance with clause 10.6 of the Constitution, and accordingly Mr Coleman is eligible to offer himself for election by shareholders.

Background biographical details of Mr Craig Coleman are as follows:

Name:	Mr Craig Coleman
Title:	Non-Executive Director
Qualifications:	B Comm
Experience and expertise:	Mr Coleman is co-founder and Managing Partner of Viburnum Funds Pty Ltd, a private and public equities fund manager. Previously, he was Managing Director and a Non-Executive Director of ASX-listed Home Building Society Limited, and prior to this Mr Coleman held senior executive positions and directorships with ANZ, as well as Non-Executive Director of Etrade Australia Limited.
Current directorships	Chair of Universal Biosensors Inc (ASX: UBI), Chair of Sports Entertainment Group Ltd (ASX: SEG)
Former directorships (last 3 years):	Bell Financial Group Limited (ASX: BFG) (resigned February 2021)
Interests in shares:	50,813,840 Shares (indirectly, being the shares held by Viburnum Funds Pty Ltd)

Recommendation: N/A

The Board acknowledges the nomination of Mr Coleman as a non-executive director, and puts this nomination forward to shareholders for consideration. The Board has not made a voting recommendation.

The Chairman of the Meeting intends to vote all available proxies in favour of Item 3.

SPECIAL RESOLUTIONS

Item 4 – Modify the Company's Constitution

Approval is sought by special resolution, which requires at least 75% of the votes that are cast on the resolution to be in favour of the resolution.

The Board and the Company's legal advisers have reviewed the Company's constitution to consider whether any amendments are necessary or desirable given developments (and potential future developments) in corporate law and governance since the constitution was incorporated or last amended.

As a result of our review:

- Amendments are proposed to add virtual meetings as an additional option on how general meetings may be held. The constitution currently allows 3P to hold meetings in two or more venues using any technology that gives shareholders as a whole a reasonable opportunity to participate. A virtual meeting (without a physical venue) was made possible last year due to temporary legislation to respond to the COVID pandemic. The change to the constitution would add this option so that future general meetings may consider physical meetings, physical meetings in multiple venues using technology, or virtual meetings.
- The provisions on 'restricted securities' in the constitution will also be updated to more clearly align the constitution with current ASX listing rule requirements (that were introduced in 2019). The Company does not have restricted securities on issue at this time.

The changes proposed are summarised as follows:

1. Amend clause 8.3 and 8.8 to add the ability to hold virtual general meetings as an additional option to the current provisions for meetings
2. Amend clause 21 in relation to Restricted Securities
3. Update to the numbering in the contents page of the constitution, as required.

The special resolution at this AGM therefore seeks shareholder approval to modify the constitution by deleting clauses 8.3, 8.8 and 21 in their current form, and replacing these with the amended clause shown with tracked changes set out below.

Table: Amendments for approval

Clause	Amended clause
8.3	<p>8.3 Use of technology at general meetings</p> <p>a. The Company may hold a meeting of Members at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.</p> <p>b. <u>Subject to the Corporations Act and any other applicable law:</u></p> <p>(i) <u>a general meeting may be held by means of such telephone, electronic or other communications facilities as approved by the Board (Virtual Meeting Technology), provided that the Virtual Meeting Technology:</u></p> <p>(A) <u>is reasonable;</u></p> <p>(B) <u>permits all persons in the meeting to communicate with each other simultaneously and instantaneously; and</u></p> <p>(C) <u>gives the Members as a whole a reasonable opportunity to participate in the meeting (including to exercise orally and in writing any rights of those Members to ask questions and make comments);</u></p> <p>(ii) <u>participation in such meeting shall constitute presence in person at such meeting (including for the purpose of any quorum requirements in this Constitution); and</u></p> <p>(iii) <u>a reference to a “place” or “venue” when used in the context of a general meeting may be, but need not be, a physical place or venue.</u></p>
8.8	<p>8.8 Contents of notice of postponement of meeting</p> <p>A notice of postponement of a general meeting must specify:</p> <p>(a) the postponed date and time for the holding of the meeting;</p> <p>(b) a place for the holding of the meeting which may be either the same as or different from the place specified in the notice convening the meeting; and</p> <p>(c) if the meeting is to be held <u>virtually or</u> in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.</p>
21	<p>21 Restricted Securities</p> <p>21.1 Definitions</p> <p>In this article 21:</p> <p>dispose and disposed of have the meaning given in the Listing Rules;</p> <p>Escrow Period means, in relation to Restricted Securities, the escrow period applicable to those Restricted Securities under the Listing Rules; and</p>

	<p>Restricted Securities has the meaning given in the Listing Rules.</p> <p>21.2 Disposal during Escrow Period</p> <p><u>(a) A holder of Restricted Securities cannot be disposed must not dispose of, or agree or offer to dispose of, the securities during the Escrow Period applicable to those securities</u> except as permitted by the Listing Rules or ASX.</p> <p><u>(b) If the Restricted Securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the restricted securities are to be kept on the entity's issuer sponsored sub-register and are to have a holding lock applied for the duration of the Escrow Period applicable to those securities.</u></p> <p><u>(c) The Company will refuse to must not acknowledge any disposal (including by registering a transfer) of Restricted Securities during the Escrow Period applicable to those securities,</u> except as permitted by the Listing Rules or ASX.</p> <p>21.3 Participation in returns of capital</p> <p><u>A holder of Restricted Securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities, except as permitted by the Listing Rules or ASX.</u></p> <p>21.3 21.4 Breach of Restriction Agreement or Listing Rules</p> <p>During a breach of the Listing Rules relating to Restricted Securities, or a breach of a Restriction Agreement, the holder of the Restricted Securities is not entitled to any dividend or distribution, or voting rights, in respect of the Restricted Securities.</p> <p><u>If a holder of Restricted Securities breaches a Restriction Agreement or a provision of the Constitution restricting a disposal of those securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues.</u></p>
Contents	The contents table of the Constitution is updated to reflect amended page references, as applicable.

Recommendation

The Board unanimously recommends that shareholders **VOTE IN FAVOUR** of Item 4.
The Chairman of the Meeting intends to vote all available proxies in favour of Item 4.

End

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

3P Learning Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND*

Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

VOTING FORM

I/We being a member(s) of 3P Learning Limited and entitled to attend and vote hereby appoint:

STEP 1 Please mark either A or B

A

VOTE DIRECTLY



elect to lodge my/our
vote(s) directly (mark box)



in relation to the Annual General Meeting of the Company to be held at **10:30am (AEDT) on Wednesday, 16 November 2022**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

B

APPOINT A PROXY



the Chairman
of the Meeting
(mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am (AEDT) on Wednesday, 16 November 2022 at 655 Parramatta Road, Leichhardt, NSW 2040** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

2 Adopt the 2022 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Election of Director -
Mr Craig Coleman

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Modify the company's Constitution

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's Share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (AEDT) on Monday, 14 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

3P Learning Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**