



ASX ANNOUNCEMENT

27 October 2023

Notice of 2023 Annual General Meeting

The following announcements to the market are provided:

- AGM Notice of Meeting
- Sample Proxy Form
- Sample Shareholder Question Form

This announcement has been authorised for release by the Company Secretary.
For further information, please contact:

Joyce Li
Company Secretary

3P Investor Relations
investors@3plearning.com

3P Learning Limited

Notice of Annual General Meeting

The 2023 Annual General Meeting of 3P Learning Limited will be held at 3PL's offices, 655 Parramatta Road, Leichhardt, NSW 2040 Australia on **Tuesday 28 November 2023** commencing at **10:30 am** (AEDT).

Accessing meeting documents

The meeting documents and a copy of 3P Learning Limited's 2023 Annual Report are available at <https://www.3plearning.com/investors/>

Participate in the AGM

Registrations will commence at 10:00am.

Shareholders can vote on resolutions at the AGM by:

- voting in person at the AGM
- appointing a proxy to attend and vote on their behalf at the AGM, or
- lodging a voting form by 10.30am (AEDT) on Sunday 26 November 2023 by post, hand delivery, fax or online at <https://investorcentre.linkgroup.com>.

Shareholders can also submit questions in-person at the AGM or before the AGM.

To lodge a shareholder question online please visit <https://investorcentre.linkgroup.com> or return the shareholder question form enclosed with the Proxy Form. Questions must be received by 3PL's Share Registrar by 5.00pm on Tuesday 21 November 2023.

For more detailed information please refer to the Notice of Meeting.

Recording of the AGM

An audio recording of the Meeting will later be available at: <http://www.3plearning.com/investors/meetings/>

Notice of 2023 Annual General Meeting

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of 3P Learning Limited (**Company**) will be held at **10:30 am (AEDT) on Tuesday 28 November 2023** at the Company's offices at 655 Parramatta Road, Leichhardt NSW 2040 for the purpose of transacting the business set out in this notice. Registrations in-person at the Company's offices will commence at 10:00 am.

Items of Business

1. Receipt of Annual Financial Report

To receive and consider the Company's Financial Statements, Directors' Report and the Auditor's Report as set out in the Annual Report for the financial year ended 30 June 2023.

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

2. Adoption of FY23 Remuneration Report

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

That the Remuneration Report for the financial year ended 30 June 2023 be adopted.

Note: The vote on this resolution is advisory only and does not bind the Company or the Directors. A voting exclusion applies to this resolution – see further below for details. The non-executive Directors (which excludes Mr Matthew Sandblom, Executive Chair) unanimously recommend that you vote in favour of this item.

3. Re-election of Director: Mr Mark Lamont

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

That Mr Mark Lamont, being a Director who retires in accordance with rule 10.3(b)(iv) the Company's Constitution and, being eligible for re-election, be re-elected as a Director of the Company.

Note: The Directors unanimously support the re-election of Mr Mark Lamont (with Mr Mark Lamont abstaining from recommending his own re-election).

4. Appointment of KPMG as auditor

To consider and, if thought fit, with or without amendment, pass the following resolution as an ordinary resolution:

That, subject to the resignation of the current auditor of the Company, for the purposes of section 327B of the *Corporations Act 2001* (Cth) and for all other purposes, KPMG, having been nominated by a shareholder and given its consent in writing to act as auditor, be appointed as auditor of the Company in accordance with the *Corporations Act 2001*, effective from the date of the Meeting, and the Directors be authorised to agree KPMG's remuneration in connection with the appointment.

Note: The Directors unanimously recommend that you vote in favour of this item.

Voting exclusions statement - Adoption of FY23 Remuneration Report

Item 2, *Adoption of the FY23 Remuneration Report*, 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.

Voting entitlements

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 **7:00 pm (AEDT) on Sunday 26 November 2023** will be eligible to attend and to vote at the Meeting as a shareholder. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Further information in relation to each resolution to be considered at the AGM is set out in the enclosed Explanatory Notes. The information for shareholders and Explanatory Notes form part of this Notice of 2023 Meeting.

By order of the Board.



Joyce Li
Company Secretary
Sydney, NSW | 27 October 2023

Information for shareholders | How to attend and vote

Voting procedure

Voting on the proposed resolutions at this Meeting will be conducted by poll.

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; or
- 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.

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.

If you would like to vote without attending the meeting, you may lodge your direct vote in advance of the meeting or appoint a proxy to attend and vote at the meeting. Additional information can be found below.

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 attend and vote at the Meeting in person if you wish; this will override your vote in advance.

Voting during the Meeting

Shareholders and proxies who attend 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.

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 subsequently attend the Meeting, your attendance will cancel your direct vote.

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 <https://investorcentre.linkgroup.com>.

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 <https://investorcentre.linkgroup.com> by following the instructions below:

- select 'Investor Login' or the 'Single Holding' section and 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 steps shown on the screen and click 'Login'; and
- select the 'Voting' tab and then follow the prompts.

Alternatively, you may contact the 3PL Share Registry on +61 1300 554 474. In each case, replacement proxy instructions must be received by the 3PL Share Registry by no later than **10:30 am (AEDT) on Sunday 26 November 2023** (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).

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 no later than **10:30 am (AEDT) on Sunday 26 November 2023**. The certificate must be received by the registry via email at vote@linkmarketservices.com.au.

Lodging your voting form

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

Voting forms must be received by the 3PL Share Registry or lodged online by no later than **10:30 am (AEDT) on Sunday 26 November 2023**.

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 be lodged with the 3PL Share Registry. The original or certified power of attorney accompanying the completed voting form must be mailed or faxed to the 3PL Share Register, unless the power of attorney or other authority has previously been given to the 3PL Share Registry.

Certified copies of a power of attorney accompanying a completed voting form can be faxed to (+61 2) 9287 0309, or posted to the mailing address on the voting form.

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 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 2023;
- accounting policies adopted by the Company in relation to the preparation of the financial statements contained in the Financial Report for that year;
- independence of the auditor in relation to the conduct of the audit.

Any written questions must be received by no later than **5:00 pm (AEDT) on Tuesday 21 November 2023**. Please submit them by email to the Company Secretary at secretary@3plearning.com (please include your full name and SRN).

Explanatory Notes

These Explanatory Notes form part of the 2023 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.

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 2023, and the Financial Report, including the Financial Statements of the Company, for the year ended 30 June 2023.

Shareholders will be able to ask questions and direct written questions received in advance to the Company's auditor, EY (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.

2. Adoption of the FY23 Remuneration Report

The Remuneration Report is presented within the Directors' Report on pages 28–44 of the Company's 2023 Annual Report and is also available on the Company's website at www.3plearning.com/investors/results. It sets out the remuneration policy for the Company and explains the remuneration arrangements for non-executive Directors, the CEO and other KMP.

Shareholders will have the opportunity to ask questions or provide comments on the Remuneration Report. 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 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 and would affect next year's AGM.

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

Recommendation

The non-executive directors (which excludes the Executive Chairman) unanimously recommends that shareholders VOTE IN FAVOUR of this resolution.

The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

3. Re-election of Director: Mr Mark Lamont

Article 10.3 (b) of the Constitution and ASX Listing Rule 14.5 requires that at least one director must stand for election or re-election at each annual general meeting.

In accordance with the Constitution, the Director who has been Director the longest without re-election must retire and stand for re-election, and in circumstances when two or more Directors have been Director for the longest and an equal time without re-election, then in default of agreement the Director to retire will be determined by ballot. By agreement among the Directors eligible to stand for re-election, Mr Mark Lamont retires in accordance with rule

10.3(b)(iv) of the Constitution, and offers himself for re-election to the Board.

Mark Lamont

Independent non-executive director
Bachelor of Arts, Dip. Ed.

Mark joined the Board in March 2018 as a Non-Executive Director. He is a member of the People and Culture Committee and a member of the Audit and Risk Committee.

Mark brings to the Company his extensive experience in senior and executive roles within the global education and EdTech sectors in Australia and international markets. He is currently a Non-Executive Director of Education Services Australia Limited, and Chair of the board of Edugrowth Limited, an organisation that champions technology and innovation industry growth in the Australian EdTech ecosystem.

Current Directorships: no other ASX-listed entity. Non-executive Director of Education Services Australia Limited since January 2017; Chair of EduGrowth Limited since January 2019; and Chair of Typsy Group Pty Ltd since October 2021.

During the 2023 financial year, the Board performed a review of its skills matrix and an evaluation of its performance. These evaluations enable the Board to consider and confirm its recommendation to support the re-election of Mr Mark Lamont at this AGM.

The Board regards Mr Mark Lamont as an independent director.

Recommendation

The Board (with Mr Mark Lamont abstaining) unanimously recommends that shareholders VOTE IN FAVOUR of this resolution to re-elect Mr Mark Lamont as a director.

The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

4. Appointment of KPMG as auditor

Following a review of the Company's audit requirements undertaken by the Audit and Risk Committee and the Board, the Company's previous auditor, Ernst & Young, Australia (**EY**) has resigned, and the Board proposes to appoint KPMG as auditors of the Company under Section 327C(1) of the Corporations Act.

EY has lodged a notice with ASIC seeking ASIC's consent for EY's resignation as the Company's auditor to take effect from the date of the AGM. Subject to ASIC's consent to EY's resignation, and in accordance with section 327B of the Corporations Act, the Company is proposing to appoint KPMG as its auditor which will, if this resolution is passed, take effect from the date of this AGM.

On this basis, it is a requirement under the Corporations Act that a member provide a written nomination of the company for appointment no less than 21 days before this meeting. The Company has received a nomination from a shareholder to appoint KPMG as the Company's auditor (a copy of which is set out in the **Annexure** overleaf). KPMG has consented and as at the date of this Notice of Meeting has not withdrawn its consent to act as the Company's auditor.

Recommendation

The Board unanimously recommends that shareholders VOTE IN FAVOUR of this resolution to appoint KPMG as auditor of the Company.

The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

October 4, 2023

The Directors
3P Learning Ltd
655 Parramatta Road
Leichhardt NSW 2040

Dear Directors,

The undersigned, being a member of 3P Learning Ltd (ASX: 3PL)(the **Company**), hereby nominates KPMG of Level 38 International Towers Three, 300 Barangaroo Avenue Sydney NSW, 2000 for appointment as auditor of the Company at the forthcoming Annual General meeting.

Yours faithfully,



Ms Joyce C Y Li
NSW, Australia

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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



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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 Tuesday, 28 November 2023**, 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 Tuesday, 28 November 2023 at Company's offices in 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 Adoption of FY23 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Re-Election of Director – Mr Mark Lamont

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Appointment of KPMG as auditor

<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)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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 Sunday, 26 November 2023**, 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

* 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.**



3P Learning Limited
ABN 50 103 827 836

LODGE YOUR QUESTIONS



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



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Please use this form to submit any questions about 3P Learning Limited ("the Company") that you would like us to respond to at the Company's 2023 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **5:00pm (AEDT) on Tuesday, 21 November 2023**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to *(please mark the most appropriate box)*

☐

Performance or financial reports

☐

A resolution being put to the AGM

☐

General suggestion

☐

Remuneration Report

☐

Sustainability/Environment

☐

Other

☐

My question is for the auditor

☐

Future direction

☐

Performance or financial reports

☐

A resolution being put to the AGM

☐

General suggestion

☐

Remuneration Report

☐

Sustainability/Environment

☐

Other

☐

My question is for the auditor

☐

Future direction

QUESTIONS