Investor & Analyst Presentation

Full Year Results
30 June 2016

3P Learning

25th August 2016

Rebekah O'Flaherty - CEO I Jonathan Kenny - CFO

Agenda

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Section One

Overview

FY16 Results Highlights

$M	FY16	FY15	Mvmt	Growth
	Pro forma*			
Revenue	**49.3**	**44.8**	**4.5**	**10%**
ANZ	30.8	30.1	0.7	2%
EMEA	12.6	10.3	2.3	23%
Americas	5.9	4.4	1.5	33%
Mathletics	36.9	32.9	4.0	12%
Reading Eggs	6.8	6.2	0.7	11%
Spellodrome	2.1	1.7	0.4	24%
Into Science	0.8	0.5	0.2	47%
Other**	2.7	3.5	(0.8)	(24%)
Expenses	**(36.5)**	**(28.0)**	**(8.5)**	**30%**
Underlying EBITDA	**12.8**	**16.8**	**(4.0)**	**(24%)**
Share of Associate's Profit ***	0.5	0.0	0.5	NM
Underlying Core EBITDA	**13.3**	**16.8**	**(3.5)**	**(21%)**
EBITDA margin (%)	27%	38%	(11%)	
Underlying NPAT	**5.3**	**10.8**	**(5.5)**	**(51%)**

- 10% revenue growth reflects growth in all regions and all products (ANZ +2%, EMEA +23%, Americas +33%)
- License growth +6% to 5.65 million
- Underlying Core EBITDA $13.3M (down 21% YoY) reflecting investment in North America, products and global support
- Stronger result than our June trading update due to stronger than expected copyright revenue and cost control
- ARPU +2% to $8.48
- Learnosity continued to perform strongly with revenue growth of 62% to $12.5M (US$9.0M) and share of profit after tax of $0.5M
- NPAT impacted increase in amortization expense associated with product development investment

* Pro forma financial information which has been prepared to reflect 3P's financial performance and position as if accounting policies have been consistently applied over the historical period and with adjustments made for significant abnormal and/or non-recurring items including the impact of the IPO.
** Other revenue includes copyright fees, workbook sales and sponsorships
*** Share of associate profit is Learnosity contribution based on 23.07% share of NPAT for 9 Sep – 18 Jan 2016 and 40% share for 19 Jan 2016 – 30 Jun 2016

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Section Two

Strategic Priorities

3 Year Strategic Priorities

Build upon 3PL's foundation of

- Talented team
- Strong customer advocates (students, parents and teachers)
- Award winning product brands
- Recurring SaaS business model
- Large installed base to accelerate profitable global growth

Year 1 Strengthen Product Portfolio and build a Scalable Global Operating Model
Prioritising Product Development and Innovation, Developing Scalable Sales and Implementing a Global Operating Model

Year 2 Optimise Sales
Leverage our scalable Global Operating Model to grow sales through product and geographic expansion

Year 3 Accelerate Growth

Strengthen Product Portfolio and Scalable Global Operating Model

1) Stronger and more Profitable Product portfolio

Goal	Strategy	Progress
Centralised Global Product Development and Marketing	▪ Drive cost efficiencies ▪ Improve market insight and time to market ▪ Move to Product P/L	▪ Product Development Leaders direct report to CEO to accelerate progress ▪ Restructure of product teams complete; $1.5M reduction in capex forecast
Revitalise flagship Mathletics brand	▪ New secondary interface ▪ Segment generic K-10 audience into 5 distinct audiences	▪ Delivered Jul 16 ▪ Baby Mathletics app due Nov 16, relaunch Mathletics July 17 into Little, Junior and Mathletics Pro
Build complementary product to Reading Eggs	▪ Develop organic literacy build with initial focus on writing	▪ Market assessment underway ▪ Launch expected July 17
Review IntoScience	▪ Review future product strategy	▪ Well underway and will be complete by FY17 H1

Strengthen Product Portfolio and Scalable Global Operating Model

2) Establishing a Scalable Sales Model

Goal	Strategy	Progress
Develop 3rd party sales channels	▪ Establish alternative distribution channels to complement direct sales	▪ Robert Mercer commenced as Chief Sales and Marketing Officer ▪ MOU with Microsoft's largest Education reseller in Australia (Other countries to follow)
Enhanced sales productivity and diversity	▪ Undertake distribution of third party products	▪ Licence agreement to distribute Mathseeds serving K-2 (excl. US)
Geographic expansion	▪ Utilise third party distributors	▪ Well progressed with one of the largest national resellers in India (>100,000 private schools)
Digital platform to accelerate growth	▪ Establish digital channels for sales, marketing and service	▪ Scope and design phase underway

Strengthen Product Portfolio and Scalable Global Operating Model

3) Globalising our Operating Model

Goal	Strategy	Progress
Drive cost and operational efficiencies	▪ Globalise back end business systems and functions: • Customer support • Operating systems • Finance • Payroll and Reporting	▪ CFO Jonathan Kenny to expand his portfolio and lead back end globalisation ▪ Identified $2.0M reduction in OPEX
Optimise technology platform to support globalisation	▪ Reduced technical debt and create an open API environment to accelerate time to market ▪ Unify product and back end platform to enhance customer experience	▪ Appointment of Simon Perry as Chief Information Officer

An experienced Global Leadership Team ready to execute

Rebekah O'Flaherty, Chief Executive Officer
Acting Chief Product Officer

- Extensive experience in technology companies and digital in the United States, Europe and APAC
- Previously VP Hewlett Packard, Executive Director Telstra, General Manager Origin Energy
- Commenced Jun 2016

Simon Perry, Chief Information Officer

- 20 years of global experience in leading technology teams
- Previously led the Technology function for Core Logic and Veda
- Commencing late Aug 2016

Jonathan Kenny, Chief Financial Officer

- 20 years+ experience in finance and operations roles for ASX listed and multinational corporations
- Previously chief financial officer of ASX listed RP Data Limited and Bravura Solutions Pty Ltd

Robert Mercer, Chief Sales & Marketing Officer

- Extensive experience in Sales, Marketing, Training, Development and General Management
- Previously Senior Vice President Global Sales & Services for Enterprise & Education at Rosetta Stone
- Commenced Jul 2016

Tania Black, Chief People Officer

- Extensive experience in leading people strategy, with focus on business transformation in the media sector
- Led the integration of HR across Nine Entertainment Co
- Commenced Nov 2015

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Section Three

FY16 Financial Results

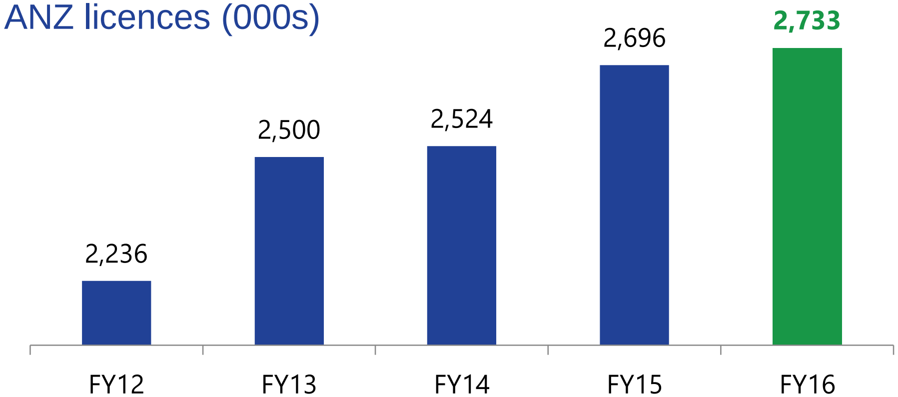
ANZ – Growing leading market position

ANZ Financials

$M	FY16	FY15	Mvmt	Growth
	Pro forma			
Licence revenue	28.1	26.6	1.5	6%
Copyright fees, sponsorships and other	2.7	3.5	(0.8)	(24%)
Total revenue	30.8	30.1	0.7	2%
Costs	(9.1)	(8.6)	(0.5)	6%
EBITDA before corporate overheads*	21.7	21.5	0.2	NM
EBITDA margin (%)	*70%*	*71%*		NM
Licences at period end (000s)	2,733	2,696	37.1	1%
ARPU ($)	$10.35	$10.18	$0.17	2%
Full Time Equivalent (number)	65	59	6	11%

* Refer to appendices for reconciliation to Statutory EBITDA

ANZ licences (000s)



Key Points

- Licence revenue growth of 6% offset by decline in one-off sponsorship revenue
- Increase in K-6 primary licence numbers offset by decline in secondary 7-12 school licences (approximately 65k)
- ARPU increased 2% as impacted by higher proportion of Reading Eggs sales, which are recorded net of royalties
- ANZ costs increased 6% due to modest headcount increases

FY17 Focus & Outlook

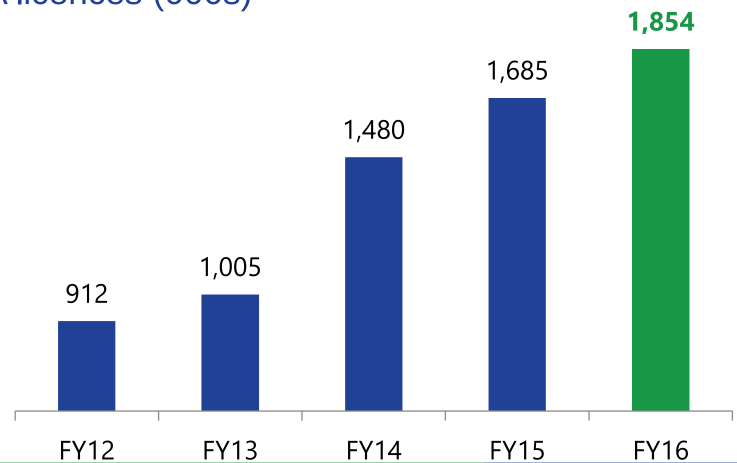
- Released a new secondary interface in Jul 16 to improve retention in secondary schools
- Focus on growing market share
- Modest price increases above CPI

EMEA – Growing margin and market share

EMEA Financials

$M	FY16	FY15	Mvmt	Growth
	Pro forma			
Revenue	12.6	10.3	2.3	23%
Costs	(5.9)	(5.7)	(0.2)	4%
EBITDA	6.7	4.6	2.1	46%
EBITDA margin (%)	*53%*	*45%*		*19%*
Licences at period end (000s)	1,854	1,685	169	10%
ARPU ($)	$7.12	$6.49	$0.64	10%
Full Time Equivalent (number)	64	58	6	10%

EMEA licences (000s)



Key Points

- Strong revenue growth of 23% (14% on a constant currency basis)
- Revenue growth supported by 10% gain in licences and 10% ARPU expansion due to price rise and FX
- Costs increased 4% and decreased 5% on a constant currency basis.

FY17 Focus & Outlook

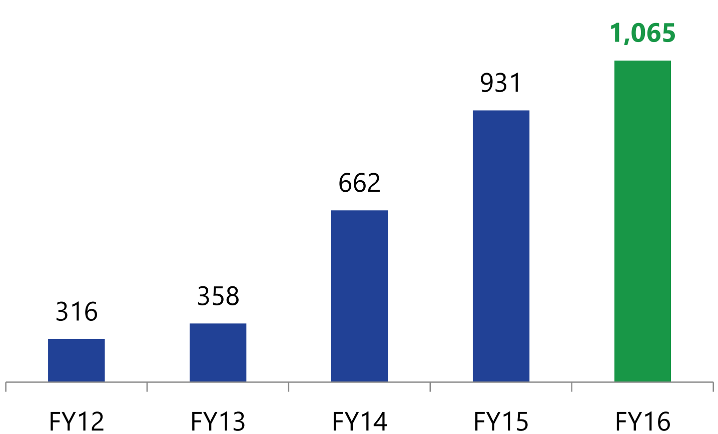
- Brexit not anticipated to materially impact education sector. GBP depreciation to impact FY17 performance
- Opportunity for scalable sales model as change in government policy sees schools transitioning to academies structure
- Legacy Middle East contract renewal at risk ~ 200k licences, $200k revenue impact. Other opportunities could more than cover.

Americas – Building a scalable sales model

Americas Financials

$M	FY16	Pro forma FY15	Mvmt	Growth
Revenue	5.9	4.4	1.5	33%
Costs	(7.6)	(4.6)	(3.0)	64%
EBITDA	(1.7)	(0.2)	(1.5)	NM
EBITDA margin (%)	(29%)	(5%)		NM
Licences at period end (000s)	1,065	931	134	14%
ARPU ($)	$5.91	$5.58	$0.33	6%
Full Time Equivalent (number)	56	39	17	43%

Americas licences (000s)



Key Points

- Revenue growth of 33% (19% on a constant currency basis)
- Revenue growth supported by 14% gain in licences and 6% ARPU increase
- Costs increased 64% and 44% on a constant currency basis. Headcount increased from 39 to 56 in the year primarily in sales
- US cashflow break even

FY17 Focus & Outlook

- New district agreements signed in FY16 H2 providing platform to grow revenues and licences in FY17
  - Chicago public schools (4th largest US school district);
  - Houston independent school district (8th largest US school district)
- Drive penetration into existing districts
- Cost base expected to be stable – intend to drive a more efficient and scalable model by establishing more indirect channels

Learnosity– Valuable strategic investment delivering strong growth

Learnosity Financials

€M	FY16	FY15	Mvmt	Growth
Revenue	8.2	5.4	2.8	52%
Underlying EBITDA	1.2	0.9	0.3	33%
Underlying NPAT	0.9	0.7	0.2	29%
A$M				
Revenue	12.5	7.7	4.8	62%
Underlying EBITDA	1.7	1.3	0.4	31%
Underlying NPAT	1.3	1.0	0.3	30%
3P Share of profit *	0.5			

*Since investment 9/8/15-30/6/16

Key Points

- Revenue growth of 52% to €$8.2M (US$9M) reflecting growing global demand for online assessment and strong growth in blue chip customer numbers
- Underlying NPAT of €$0.9M
- A$0.5M contribution to the Group's Underlying Core EBITDA

Market leading assessment tool powering 3P products

- Active users went up 9.8x from 1.6 million to 15.6 million between June 2015 and June 2016 as customers roll out Learnosity Assessments
- Integration of Learnosity software into 3P products provides market leading assessment capability

FY17 Focus & Outlook

- Growing global demand for online assessment
- Future revenue will be invested to support growth
- Continual integration in 3P's core products to accelerate product development

FY16 – Income Statement

$M	FY16	Pro forma FY15	Mvmt	Growth
Total Revenue	**49.3**	**44.8**	**4.5**	**10%**
Employee	(23.7)	(19.3)	(4.4)	(23%)
Marketing	(3.1)	(2.3)	(0.8)	(35%)
Technology and occupancy	(4.9)	(3.1)	(1.8)	(57%)
Other	(4.8)	(3.2)	(1.6)	(49%)
Expenses	**(36.5)**	**(27.9)**	**(8.6)**	**(31%)**
Underlying EBITDA	**12.8**	**16.9**	**(4.1)**	**(24%)**
Share of Associate's Profit*	0.5	-	0.5	NM
Underlying Core EBITDA	**13.3**	**16.9**	**(3.6)**	**(21%)**
EBITDA margin (%)	*27%*	*38%*		
Depreciation & amortisation	(5.1)	(3.1)	(2.0)	(67%)
EBIT	**8.2**	**13.8**	**(5.6)**	**(41%)**
EBIT margin	*17%*	*31%*		
Net interest	(0.5)	0.6	(1.1)	NM
Profit before tax	**7.7**	**14.4**	**(6.7)**	**(46%)**
PBT margin	*16%*	*32%*		
Tax Benefit/(Expense)	(2.4)	(3.6)	1.2	33%
Tax rate	*31%*	*25%*		
Underlying NPAT*	**5.3**	**10.8**	**(5.5)**	**(51%)**
Restructure costs (after tax)	(1.6)	-	(1.6)	NM
NPAT	**3.7**	**10.8**	**(7.1)**	**(66%)**
Underlying EPS (cents)	3.87	8.10	(4.2)	(52%)
Statutory EPS (cents)	2.66	3.04	(0.4)	(13%)

* Learnosity share of profit for period 9 September 2015 to 30 June 2016

Key Points

- Increased headcount to 338 from 284 YoY primarily in sales
- Marketing costs increases to support Americas and EMEA sales teams, $0.5m impact from the WEG
- Technology costs increase reflect transition to cloud with reclassified from depreciation to opex; higher occupancy costs reflect increase in headcount
- Other expenses included higher travel expenses of $0.5M, WEG $0.3M, professional fees and other costs
- Expenses increased 23% (constant currency)
- Amortisation increased due to product development investment (see slide 19 for details)
- Net interest expense increase reflects strategic investment in Learnosity
- Effective tax rate 31% increased due to non recognition of FY16 US tax losses
- Restructuring costs of $1.6m (net of tax) reflect CEO transition, new leadership appointments and Learnosity acquisition costs

FY16 – Balance sheet

$M	30 June 2016	30 June 2015
Cash and cash equivalents	4.3	30.9
Trade and other receivables	8.0	8.7
Other current assets	0.0	0.6
Total current Assets	**12.3**	**40.2**
Royalty receivable	0.1	0.1
Property, plant and equipment	1.2	1.0
Deferred tax assets	5.9	7.6
Intangibles and goodwill	23.9	17.2
Available for sale financial asset	6.6	6.6
Investments accounted for using the equity method	48.9	-
Total non-current assets	**86.6**	**32.5**
Total assets	**98.9**	**72.7**
Trade and other payables	10.8	7.4
Derivative financial instruments	0.3	-
Income tax payable	-	2.0
Deferred revenue	28.4	23.9
Provisions	2.0	2.3
Total current liabilities	**41.5**	**35.6**
Provisions	0.6	0.9
Borrowings	11.5	-
Deferred revenue	1.8	3.1
Total long term liabilities	**13.9**	**4.0**
Total liabilities	**55.4**	**39.6**
Net assets	**43.5**	**33.1**
Contributed equity	34.0	25.1
Retained earnings	2.2	1.0
Reserves	7.3	7.0
Total equity	**43.5**	**33.1**

Key Points

- Cash and cash equivalents reduced due to investment in Learnosity. Net Debt of $7.2m at 30 June 2016, represents Net Debt/EBITDA ratio of 0.57x
- Increased due to product development (see slide 19)
- Includes $6.2M of deferred consideration on Learnosity investment
- Current deferred revenue increased 19% YoY
- Gross debt of $11.5M is non-current at 30 June 2016. Debt facility has increased from $20M to $30M subsequent to year end.
- $8.6M issued with respect to investment in Learnosity

FY16 – Cash flow

$M	FY 2016	FY 2015	Mvmt
	Pro forma		
Underlying Core EBITDA	13.3	16.9	(3.6)
Non-cash expense	(0.6)	(1.1)	0.5
Change in working capital	3.6	6.0	(2.4)
Operating free cash flow before intangibles	**16.3**	**21.8**	**(5.5)**
Investment in product development & other intangibles	(11.4)	(8.5)	(2.9)
Operating free cash flow after intangibles	**4.9**	**13.3**	**(8.4)**
Interest received	0.1	0.6	(0.5)
Net interest paid	(0.4)	(0.5)	0.1
Income tax (paid)/refunded	(2.2)	1.3	(3.5)
Short term deposits	0.5	1.7	(1.2)
Net cash flows before dividends	**2.9**	**16.4**	**(13.5)**
Payments of business and investments	(35.6)	(5.3)	(30.3)
Purchase of PP&E	(0.9)	(0.3)	(0.6)
Net cash flows after investments	**(33.6)**	**10.8**	**(44.4)**
Cash flow conversion[1] (before capital expenditure)	**123%**	**129%**	**(6%)**
Cash flow conversion[2] (after capital expenditure)	**37%**	**79%**	**(42%)**

Key Points

- Increased investment in product development and systems to support global growth
  - FY17 capex forecast to reduce by $1.5M
- Investment in Learnosity and Desmos
- Learnosity acquisition funding:
  - A$48.5m total consideration
  - FY16 funding
    - A$33.7m in cash and working capital facility
    - A$8.6m share placement
  - FY17 funding
    - A$6.2m deferred payment (H1FY17 A$3.5M and H2FY17 A$2.7M)
- No dividend declared for FY16

[1] Cash flow conversion calculated as operating free cash flow before capital expenditure as a percentage of Underlying Core EBITDA.

[2] Cash flow conversion calculated as operating free cash flow after capital expenditure as a percentage of Underlying Core EBITDA.

Intangibles and Amortisation Profile

$M	Carrying Value 30 June 2015	Additions	Amortisation	Carrying Value 30 June 2016
Mathletics	8.7	8.2	(3.0)	13.9
Spellodrome	0.5	0.4	(0.2)	0.7
IntoScience	2.7	1.5	(0.8)	3.3
Systems	0.3	1.3	(0.2)	1.4
Capitalised Product Development	**12.2**	**11.4**	**(4.2)**	**19.4**
Spellodrome	0.5	-	-	0.5
IntoScience	2.5	-	-	2.5
Goodwill	**3.0**	**-**	**-**	**3.0**
Total Product	**15.2**	**11.4**	**(4.2)**	**22.4**
South Africa Goodwill	**1.4**	**-**	**-**	**1.4**
Other Intangibles	**0.4**	**-**	**(0.3)**	**0.1**
Total Intangibles per Note 15	**17.0**	**11.4**	**(4.5)**	**23.9**

$M	Amortisation Profile*					
	FY17	FY18	FY19	FY20	FY21	Total
Mathletics	(3.7)	(3.8)	(3.3)	(2.3)	(0.8)	(13.9)
Spellodrome	(0.2)	(0.2)	(0.2)	(0.1)	-	(0.7)
IntoScience	(0.9)	(1.0)	(0.8)	(0.5)	(0.1)	(3.3)
Systems	(0.4)	(0.3)	(0.3)	(0.3)	(0.2)	(1.4)
Capitalised Product Development	**(5.2)**	**(5.3)**	**(4.6)**	**(3.2)**	**(1.1)**	**(19.4)**

* Amortisation profile represents the amortisation charged to the profit and loss assuming no additional capital expenditure subsequent to 30 June 2016

Key Points

- Strategic review of IntoScience
- New CIO to review technology environment and technology assets
- Amortisation profile of current carrying value of $19.4M as at 30 June 16

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Section Four

FY17 Outlook

FY17 Outlook

- Transition 3P to be a Global Digital Business that can profitably scale sales through diversification of products, multi sales channels and select geographic expansion
- Revitalisation of Mathletics with an expanded offering to toddlers (Baby Mathletics App) and a renewed suite of Mathletics products (Little, Junior and Mathletics Pro)
- Moving to a global operating model to improve operating performance to drive out unnecessary cost and become more effective through centralisation and digitisation
- In Year 1 (FY17) of our strategic plan, we expect to deliver revenue growth ahead of cost growth in all markets and products
- We are setting up the business so we can leverage our scalable global operating model to accelerate sales growth in Years 2 and 3 of our strategic plan

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Section Five

Q&A

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Section Six

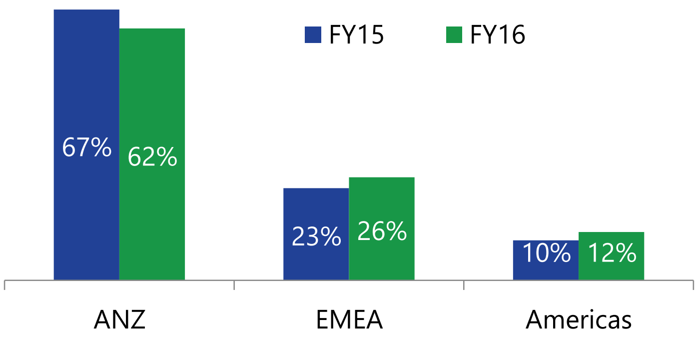
Appendices

Revenue by Geography and Product

Revenue by Geography

A$M	FY12	FY13	FY14	FY15	FY16	Growth
ANZ	22.2	24.2	24.6	30.1	30.8	2%
EMEA	4.5	5.5	8.6	10.3	12.6	23%
Americas	1.7	2.3	3.3	4.4	5.9	33%
Total	28.5	32.0	36.5	44.8	49.3	10%

Revenue split by Geography

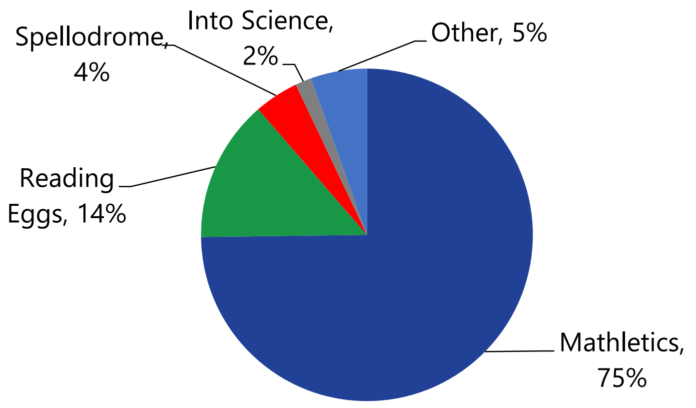


Revenue by Product

A$M	FY12	FY13	FY14	FY15	FY16	Growth
Mathletics	23.2	24.9	28.5	32.9	36.9	12%
Reading Eggs	1.5	2.8	4.0	6.2	6.8	11%
Spellodrome	1.5	1.6	1.6	1.7	2.1	24%
Into Science	0.0	0.0	0.1	0.5	0.8	47%
Other *	2.2	2.7	2.3	3.5	2.7	(24%)
Total	28.5	32.0	36.5	44.8	49.3	10%

* Other Revenue includes copyright fees, workbook sales and sponsorships

Revenue Split by Product

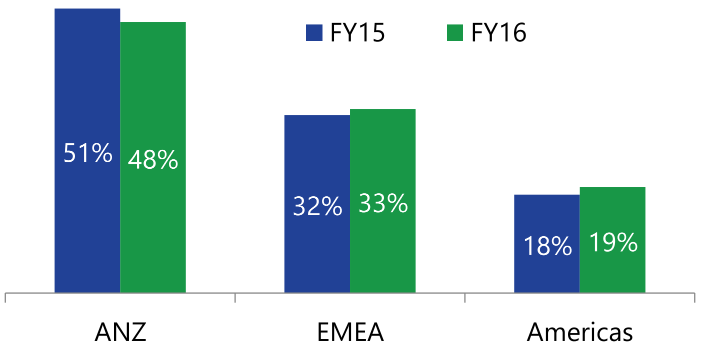


Licences by Geography and Product

Licences by Geography

000s	FY12	FY13	FY14	FY15	FY16	Growth
ANZ	2,236	2,500	2,524	2,696	2,733	1%
EMEA	912	1,005	1,480	1,685	1,854	10%
Americas	316	358	662	931	1,065	14%
Total	3,464	3,863	4,665	5,312	5,652	6%

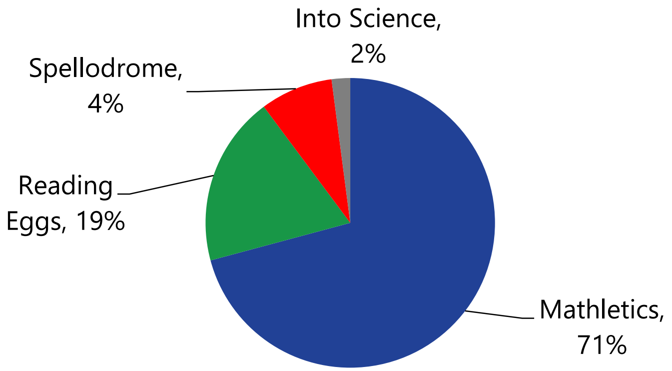
Licences split by Geography



Licences by Product

000s	FY12	FY13	FY14	FY15	FY16	Growth
Mathletics	2,797	2,930	3,486	3,791	4,003	6%
Reading Eggs	367	651	849	986	1,073	9%
Spellodrome	300	278	294	436	459	5%
Into Science	0	4	37	99	117	19%
Total	3,464	3,863	4,665	5,312	5,652	6%

Licences split by Product



Statutory EBITDA

Reconciliation of Segment EBITDA to Statutory EBITDA

		Pro forma		
$M	**FY16**	**FY15**	**Mvmt**	**Growth**
ANZ EBITDA	**21.7**	**21.5**	**0.2**	**1%**
Less : Corporate Costs and Development	(13.8)	(9.0)	(4.8)	(53%)
Add : Intersegment royalties	6.8	5.4	1.4	26%
Less : IPO costs	-	(9.4)	9.4	N/M
Statutory EBITDA	**14.7**	**8.5**	**6.2**	**73%**
EMEA EBITDA	**6.7**	**4.6**	**2.1**	**46%**
Less : Intersegment Royalties	(4.6)	(3.7)	(0.9)	(24%)
Statutory EBITDA	**2.1**	**0.9**	**1.2**	**133%**
Americas EBITDA	**(1.7)**	**(0.2)**	**(1.5)**	**(750%)**
Less : Intersegment Royalties	(2.3)	(1.8)	(0.5)	(28%)
Statutory EBITDA	**(4.0)**	**(2.0)**	**(2.0)**	**(100%)**
Group Statutory EBITDA	**12.8**	**7.4**	**5.4**	**73%**

Statutory EBITDA as disclosure in Note 4 of Financial Statements

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