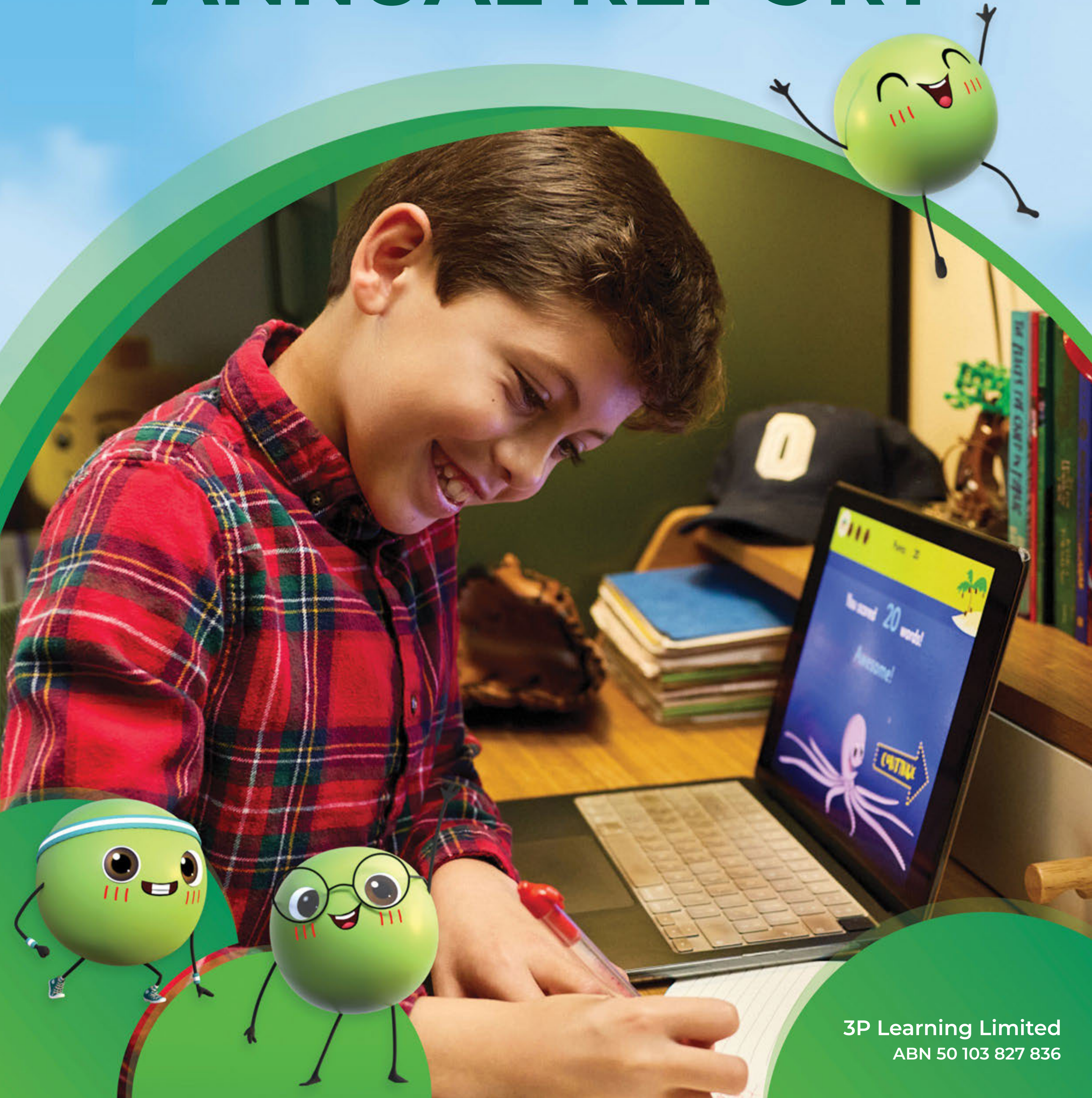
2026 ANNUAL REPORT



3P Learning Limited
ABN 50 103 827 836

Welcome back!
Reading eggs
FAST PHONICS
Ages 6-10
Mathseeds
Library
and the
Reading Journal
Reading eggs Junior
Ages 2-4
Ages 7-13
Mathseeds PRIME
Reading aloud improves your reading skills.
This is a read aloud assignment where you record yourself reading a book.
You need to read aloud for 1 minute.
1 MIN
Your recording will be sent to your teacher.
NEXT
DRIVING TESTS
Number
Test 4
Operations
Test 2
Patterns & Fractions
Test 1
Measurement
Test 1
Geometry
Test 2
Data & Chance
Test 2

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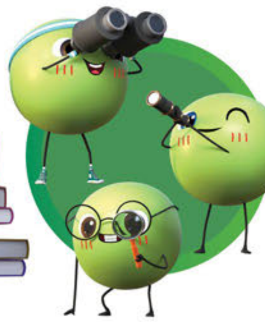
3P Learning Limited (3P Learning) is a global market leader in EdTech programs for reading, writing, mathematics and assessment. Our programs are engaging, motivational and effective for students, as well as easy to use for parents and teachers. We have designed and developed award-winning educational resources, including Mathletics, Reading Eggs, Mathseeds, Brightpath Progress, Writing Legends and LiteracyPlanet. Our programs combine solid educational underpinnings with cutting-edge technology and engaging content to make learning enjoyable and effective. Through fostering a love for learning, we strive to empower educators and inspire students to become confident, independent and lifelong learners.

Our Values and Purpose

Create Lifelong Learners

We are a team who cares deeply about creating something special; we are purpose-driven and passionate about our work, as well as the success of all who we work with – our customers, our partners and each other.



Find Better Ways

Discovering better ways to learn, work, create and live is the foundation of our culture. We strive to keep looking forward. We are always evolving, imagining more and being better at all that we do.

Make It Happen

We are a results-focused team who love to succeed. We are fast, flexible and set to achieve ambitious goals. We thrive on going further than we thought was possible.

Be Authentic

We are true to ourselves. We are respectful, courageous, unique and honest. We value diverse perspectives. We keep it real and we bring this to life in our actions and mindset to help us to achieve more.

Thrive Together

We are one global team, made of many. We are truly connected and empowered to succeed as individuals. We grow together, are stronger together and we trust one another.

Our purpose at 3P Learning

We are passionate about better ways to learn.

We want every child to learn the fundamental skills required for academic success (the three essentials of reading, writing and maths) and to develop a lifelong love of learning.

We are passionate about making a difference.

We recognise that literacy and numeracy are core life skills. We create learning programs that make a real difference in the lives of children, parents and teachers.

We are passionate about positive learning experiences.

Our programs are motivating and engaging, where learning is fun, playful and most of all, successful. We strive to make learning a joyful experience and believe that practice and play results in progress.

We bring our passion for Better Ways to Learn into everything we do.

We continuously improve our programs and our technology, so that learning with our programs is something to look forward to.

Our History

2005
Mathletics, our first product, was created

2008
Reading Eggs was launched by Blake eLearning Pty Ltd

2013
Mathseeds was released online by Blake eLearning Pty Ltd

Awards & Recognition

Reading Eggs accepted into the Learning Cabinet

A major achievement this year: Reading Eggs has been listed in the Learning Cabinet, a curated, expert-assessed EdTech discovery platform for global education decision-makers.

This recognition reinforces our commitment to delivering safe, effective and inclusive learning experiences that align with evidence-based educational practices.

The Learning Cabinet is a joint initiative with UNICEF, the Asian Development Bank, ARM and the Ministry for Foreign Affairs of Finland. It showcases high-quality, evidence-based EdTech tools evaluated for safety, scalability and learning impact, enabling education leaders to make informed, impact-driven choices that improve teaching and learning outcomes.

Reading Eggs approved as an OECM vendor

Reading Eggs Digital Library has been approved as an Ontario Education Collaborative Marketplace (OECM) vendor under the Literacy and Research Digital Tools agreement, providing Ontario schools with a trusted, streamlined pathway to a rigorously evaluated digital literacy platform.

Its approval reflects confidence in its quality, reliability and value, strengthening its role in supporting inclusive, curriculum-aligned literacy instruction across diverse learning environments.

2014
3P Learning was listed on the ASX

2021
3P Learning acquired Blake eLearning Pty Ltd in May

2022
3P Learning acquired Brightpath Assessment in September

2023
Writing Legends launched

2024
USA distribution rights were bought back

2025
3P Learning acquired LiteracyPlanet in January

Winners

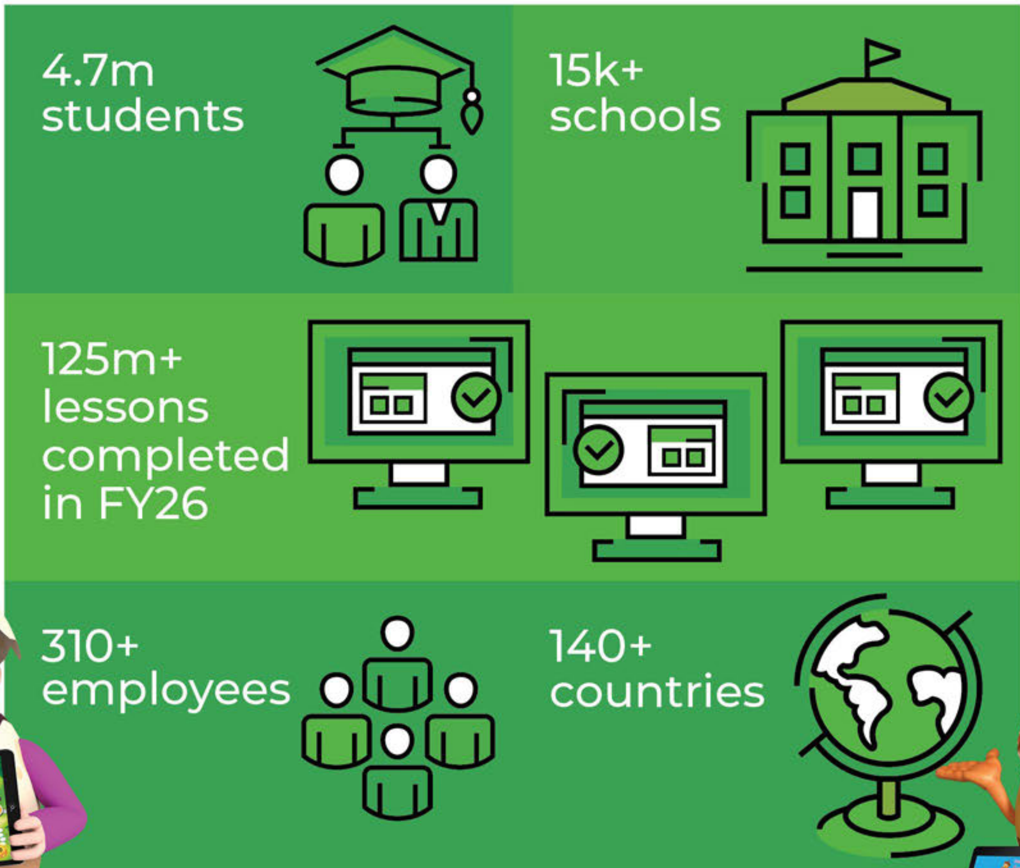
- **Best Gamification in Learning**
  Reading Eggs and Mathseeds
- **Back to School 2025 in Primary Education**
- **Best of 2025 in Primary Education**
  Mathletics and Reading Eggs

Finalists

- **Language Arts Solution**
  Reading Eggs
- **Math Solution**
  Mathseeds and Mathletics
- **KidSAFE COPPA seal (renewed)**
  Reading Eggs and Mathseeds

3P Learning's Reach

Our world-leading programs harness the best elements of online learning, supporting educators and parents and motivating children to succeed in the three essential areas of **reading**, **writing** and **maths**. With interactive and engaging activities that match each student's individual ability, our programs are designed to reward and motivate children to keep learning and improving.



FY26 Performance

UNDERLYING EBITDA
$19.5m
+26%
vs pcp(i)

REVENUE (ii)
$112.9m
4%
vs pcp(i)

B2C REVENUE
$43.6m
0%
vs pcp(i)

B2B REVENUE
$60.7m
-8%
vs pcp(i)

(i). pcp - prior comparison period which is FY25.
(ii). Revenue consists of revenue and other income.

Total Cash (iii)
$15.7m

Term Deposits
$3.0m

Cash
$9.5m

Restricted Cash
$3.2m

(iii). Net Cash as 30 June 2026 is $15.7m and is calculated $9.5m cash plus $3.2m restricted cash plus $3.0m term deposits with no borrowings.


Mathletics

Matthew Sandblom

Chairman's Letter to Shareholders

I am very pleased to report that 3P Learning will be paying its first dividend in 11 years, reflecting our focus on profitability and cash generation. We intend this to be the return of sustainable annual dividends for the company, subject to business conditions.

This reflects the management team's focus on controlling costs and the greater use of AI in making the business more productive. 3P Learning's cash flows and reported profits have also benefited from our successful application for a Digital Games Tax Offset in Australia.

We had further good news when we were successful in becoming one of four approved vendors for the New Zealand Department of Education's well-funded maths resources program. Early signs indicate this will increase our school sales in this market by several million dollars in FY26–27.

We also continue to make good progress in selling higher-value learning packages into the US government-funded program for homeschool markets in several US states.

3P Learning is noticing a trend, in both schools and consumer markets, towards blended digital and print solutions. This is a key part of our current success in the New Zealand market, and we believe this model has further potential in other markets, especially Australia.

If successful, these blended programs can significantly increase average revenue per user. Print-based products are also key to growing order value in the US homeschool market. Blended programs also align well with trends we are seeing where teachers and parents are seeking less screen time and more learning that does not involve the use of devices. At the same time, AI tools make it possible for 3P Learning to develop large-scale printed workbook and teacher guide programs in a matter of months, when previously these types of programs would have taken years to write and produce.

We have experienced some weaknesses in our school markets, primarily in APAC, with churn in the mid-teens above our target rate of 10% or less. We are responding to this by using AI to build better tools for teachers to organise their work and classes, and to more clearly demonstrate the value that our programs add to learning outcomes. We want our programs to be "must haves" not "nice-to-haves" and make them indispensable to teachers.

We are also very focused on increasing lifetime value in the direct-to-consumer space. Online marketing costs continue to rise, so we need to increase LTV to grow revenue and profits.

A key part of this is increasing student engagement over time by creating richer imaginative worlds for students to build and play in, rather than simply rewarding them with golden eggs that they can accumulate and spend. The first stage of these new worlds rebuild will be released in the second quarter of FY26–27.

As part of our strategic refocus, we have more clearly separated our school and consumer divisions, giving each their own staff and resources, so they can be laser-focused on their respective markets.

This includes having consumer-facing programs that will diverge from the school programs to fully meet the needs of these users. A simple example of this would be a teacher wanting less fun and games and more directed learning, while in the consumer space more fun and games are essential for keeping children engaged for longer.

I'm feeling the most positive about the prospects of 3P Learning since we completed the merger with Blake eLearning in 2021. We have a reduced cost base, our EBITDA is increasing, we have no debt, we are paying dividends again, we are really starting to get value out of AI tools in all parts of the business, and we have several great growth opportunities that we didn't have 12 months ago. With our delayed revenue recognition, shareholders may not see much revenue growth in the first half of FY26–27, but we do expect stronger momentum in the second half.

Yours sincerely,

Matthew Sandblom
Executive Chairman

From the CEO

Jose Palmero

FY26 was a year of transition for 3P Learning, from product investment to commercial execution.

We made good progress but also faced significant market challenges, particularly in B2B and –to a lesser extent – B2C, with softer consumer spending.

We responded promptly with disciplined cost management, using AI to improve productivity and focusing product development on smaller, targeted initiatives. We also secured several tangible wins that will enhance our financial position over the next several years.

Operational progress – school market (B2B)

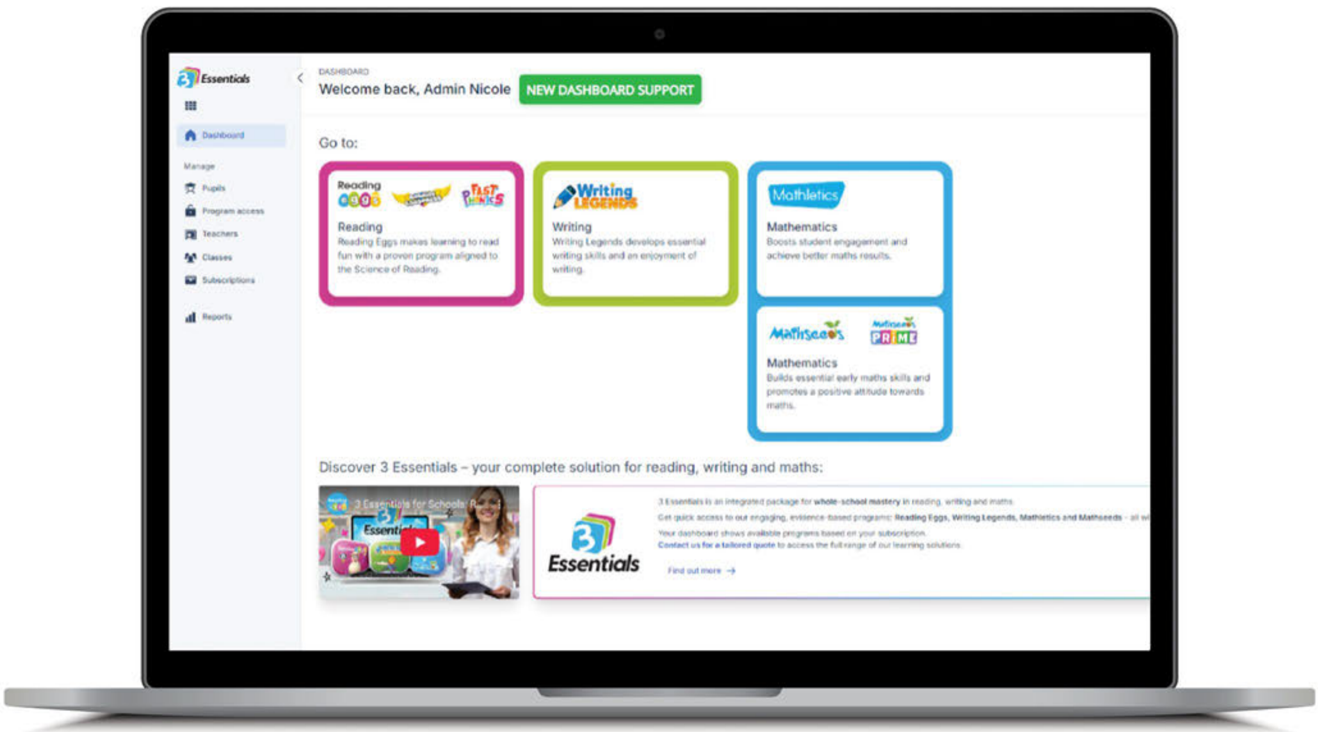
Our school market faced considerable pressure across all regions, with growing concerns about students' exposure to computer screens and mobile devices, funding uncertainty in the US, and increased demand for learning programs to demonstrate efficacy.

These factors contributed to an overall decline of $5m or 8% in B2B revenue, primarily attributed to APAC, and average global retention rates of 85%, which were below expectations.

We responded to this challenge by combining our online programs with printed books to deliver curriculum-aligned resources for New Zealand, improving our reporting for teachers and school leaders, and optimising sales and marketing efficiency.

Product bundling, including 3 Essentials – APAC and EMEA

Selling our programs as bundled solutions has been an important strategic pillar for 3P Learning since the launch of 3 Essentials in FY25, particularly in APAC, where we have a larger share of the market, and in EMEA, where we can offer better overall value to price-sensitive customers.



Our strategy is to increase uptake and the number of student licences in schools that already subscribe to our programs from one to two products (Mathletics, Reading Eggs, Mathseeds) and then upselling to the 3 Essentials, which includes Writing Legends, a unified landing page and identity system for Single Sign-On, simplified rostering and additional usage reports.

This strategy has continued to yield good results for our team and will be a focus for us, especially for our APAC and EMEA teams.

Our more recent acquisitions, Brightpath Progress and LiteracyPlanet, are effectively operating as separate business units for sales, marketing, and product development while we focus on responding to the changing market conditions. Both programs are complementary to our product suite, so we will continue reviewing how best to leverage them strategically.

They have performed well this year, achieving $3.8m in combined revenue and $1.6m in Underlying EBITDA contribution to the 3P Learning Group.

Reading Eggs in US and AMER

In positive developments in AMER, we achieved 86% retention rates for Reading Eggs in US schools, which was a substantial improvement from FY25's 76%.

This is a solid result from our US team managing these customers directly through their second renewal year with us, following the acquisition of distribution rights from Edmentum in February 2024. We expect this trend to continue, with further cross-selling opportunities as we roll out more district reporting and integration features for Reading Eggs and Mathseeds.

The other focus for the AMER region is to improve our ability to secure larger district sales.

To that extent, we invested heavily over the past two years in building district-ready features in our products, including integrations with student management systems, alignment to curriculum standards and district-focused reports.

With these features, our teams have built stronger relationships with districts and a substantial sales pipeline that delivered our largest US deal to date, with an initial value of USD $247k and the potential to double that in the next year.

Mathletics approved for New Zealand Ministry of Education maths resource initiative

As announced in our Investor Update on 18 June 2026, 3P Learning was appointed as an approved supplier under the New Zealand Ministry of Education-funded maths resource initiative, following a competitive tender process.

The initiative supports the implementation of the updated Mathematics and Statistics Learning Areas curriculum for Years 0 to 8 in New Zealand schools, which started rolling out in 2025, with full implementation mandated for Term 1, 2026.

3P Learning is one of four approved vendors for the period 2027 to 2029. The successful offering included a curriculum-aligned blended learning solution combining online access to Mathletics and Mathseeds with supporting printed student workbooks and teacher resources, delivered in partnership with Pascal Press.

Orders for the 2027 calendar year will be completed by September 2026, and we expect solid take-up from New Zealand schools.

Operational progress – parent and homeschool market (B2C)

B2C also faced market challenges, as families continued to experience cost-of-living pressures this year, particularly in APAC and EMEA.

As a result, we acted on the levers we could control: expanding Homeschool Max and targeting ESA (Education Savings Account) funding in the US, lifting trial-to-paid conversion, reducing friction in the customer journey, and expanding promotion of book sales to increase ARPU and protect lifetime value.

Revenue for B2C in FY26 was $43.6m, which was $164k higher than last year.

Highlights for B2C included:

- Homeschool MAX and ESA gross billings of AUD $1.2m
- AMER B2C gross billings and workbook sales growth of 6% (106% of last year)
- eCommerce Books gross billings growth of 52% (152% of last year)

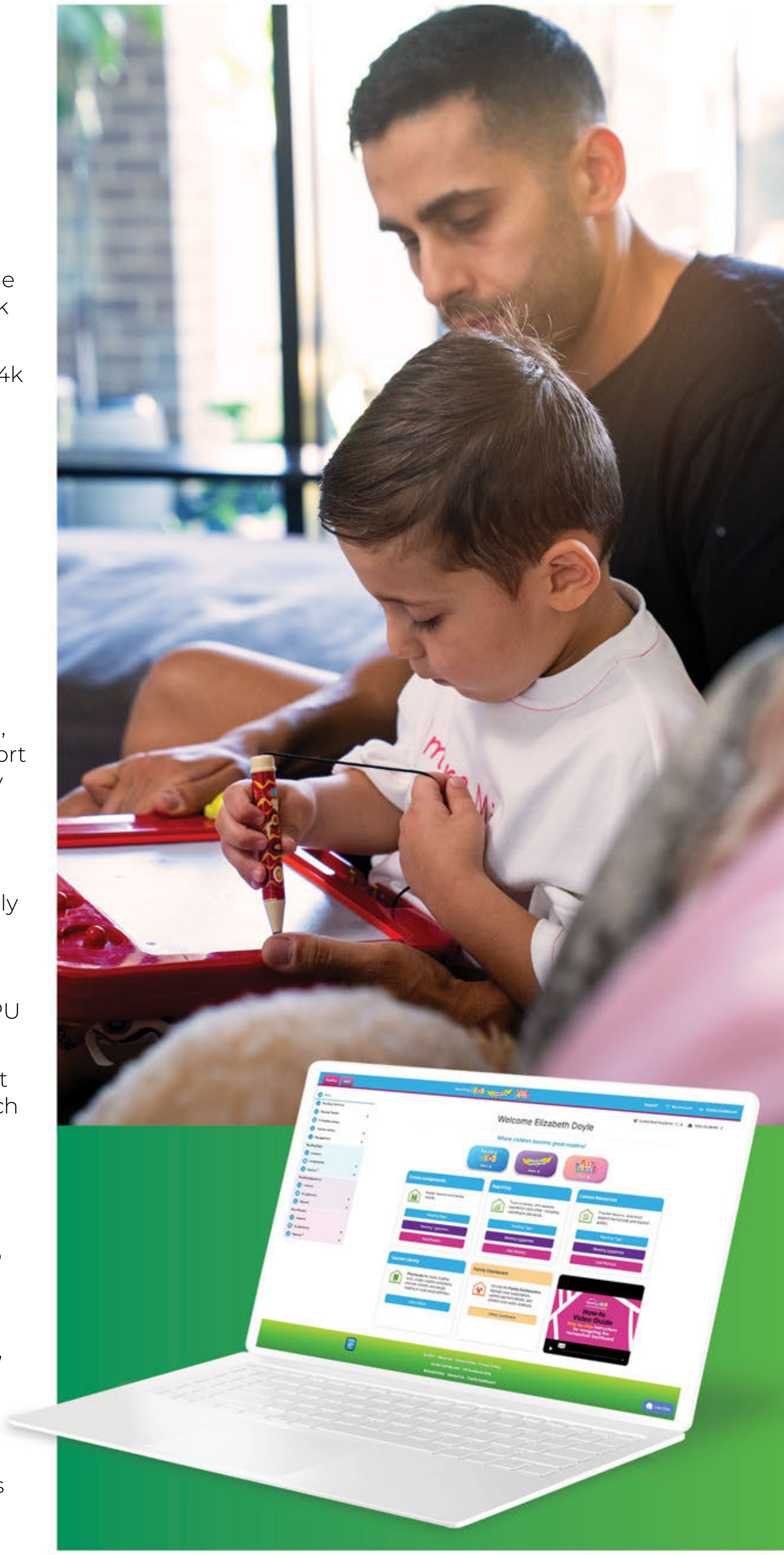
Following its launch in FY25, Homeschool Max continued to build momentum in FY26. Alongside this, our ESA footprint across US states kept growing, giving more families access to publicly funded support for Reading Eggs. Together, these drove the majority of AMER's billings growth this year.

The improvement in paid conversion reflects deliberate work to simplify the path from trial to subscription, cutting steps and friction that previously caused families to drop off before converting. eCommerce Books also grew strongly, as more families turned to physical books to extend their children's reading habits beyond the app, lifting ARPU across the subscriber base.

Product improvements in FY26 prioritised features that helped lift subscriber lifetime value and retention, which are the biggest levers for sustainable B2C growth.

These included a revamped Parent Dashboard to make child progress and next steps clear to parents, and continued efforts to strip friction out of the day-to-day user experience, from onboarding through to daily use, so more families stay engaged for longer subscription periods.

On the student side, we're building Learning Worlds, a new engaging experience that turns each child's lesson progress into a world they build over time, designed to make coming back to Reading Eggs feel like continuing an adventure rather than doing homework. We are also refreshing the Reading Eggs value proposition to show parents that the learning benefits extend well beyond early reading.



A big thank you to our team for your dedication, passion and commitment to continuing to deliver Better Ways to Learn, and to our Board, shareholders and customers for your continued support, guidance and feedback.

People and Culture

On the People and Culture front, we have been progressively building AI capability across the group through structured and on-the-job learning, as well as increased investment in AI tools and related support.

In the past six months, we have seen a marked acceleration in the adoption of AI across all operational functions, with practical knowledge sharing and experimentation. Several projects have already increased efficiency in workflow processes, enabled us to build product features faster and uncovered valuable sales and customer insights.

We have also continued to focus on individual development and career planning and have been pleased with the number of job opportunities created during the year, most of which were filled through internal promotions, including the appointment of Adam McArthur as Chief Commercial Officer of our B2B business and Mireille Steenekamp as Director, Finance and Risk.

The reshaped roles and organisational structures with clear business units for B2B and B2C have resulted in leaner, more focused teams, with a significant reduction in total headcount. We believe the business will be more efficient and responsive as a result, with the streamlined teams now implementing our FY27 strategy and charting our path back to growth.

Revenue, profitability and cash position

Total revenue and other income for FY26 was $112.9m, which was $3.8m higher than last year, including $8.6m recognised as Other Income from our successful application for a Digital Games Tax Offset (DGTO) for FY25 and FY26.

The DGTO is an Australian Government incentive, jointly administered by the Office for the Arts and the Australian Taxation Office, providing a 30% refundable tax offset to eligible companies developing digital games (including educational content) in Australia.

A refund of $5.5m for FY25 has already been approved, and received in August 2026. We will submit a similar claim for FY26 together with our FY26 Income Tax Return, and for subsequent years while the scheme is in place.

Underlying EBITDA was 26% higher than last year, at $19.5m, mostly driven by restructuring teams into dedicated B2B and B2C functions, and reducing headcount in the second half of FY26, resulting in annualised savings of $4.7m for FY27.

Net cash at 30 June 2026 was $15.7m, $4.1m higher than last year's $11.6m. We also received on 14 August the income tax refund of about $5.5m from the FY25 DGTO application mentioned above.

Key priorities for FY27 and beyond

Looking ahead, our main priorities for B2B are to improve retention, aiming for 90% over the next couple of years, through improved sales efficiency, product features that make our programs easier to use for teachers and complementing our strength in student engagement, and exploring other markets for blended learning solutions, starting with Australia.

For B2C, we will focus on increasing engagement, retention and lifetime value built around creating a stronger usage and emotional connection with our programs for young learners and their parents. We will also continue to build on the initial success of Homeschool Max in the US and offer blended solutions for the broader homeschool market.

Given the challenging market conditions, we will continue to be conscious of financial and business performance through disciplined cost management and use AI to drive efficiency and productivity across all operational functions, but we remain confident about the future.

The stronger cash and financial position supported the Board's review of the company's capital management options and, in line with its intention to recommence ongoing dividends or capital returns announced on 18 June 2026, the Board has declared a final dividend of 3.5 cents per share for the FY26 period.

A big thank you to our team for your dedication, passion and commitment to continuing to deliver Better Ways to Learn, and to our Board, shareholders and customers for your continued support, guidance and feedback.

Yours sincerely,

Jose Palmero
Chief Executive Officer

Our Programs

Reading

The Reading Eggs Suite

Reading eggs

Where students learn to read!

Phonics and decoding instruction

Explicit instruction from phonemes to fluency

Vocabulary, high frequency words & comprehension

130 reading & 96 spelling lessons

Read-aloud fluency program.

PreK–2*

Fast Phonics

Where phonics is a rewarding adventure!

Systematic, synthetic phonics covering letters and sounds phases 2–5

Explicit instruction from sounds to words to decodable texts

Decoding, blending & spelling practice.

K–2*

Reading Eggspress

Where students master fluency and understand complex texts!

220 research - based reading comprehension lessons

A huge variety of fiction and nonfiction texts

Structured spelling program of lessons

Reading Journal with reading milestones

Reading fluency program.

Years 2-6*

Library

Where students explore thousands of books!

Over 4,000 books with comprehension quizzes

Searchable by title, topic, author, reading age and Lexile measure

Covers all genres

Hundreds of Phonics Readers included.

PreK–6*

LiteracyPlanet

A vibrant online English literacy platform dedicated to student success that supports teachers worldwide!

Personalised learning experiences

Curriculum-aligned content

Real-time insights and analytics

Engaging educational resources.

Ages 4–15*

Writing

Writing Legends

Where students learn to write!

Structured, research-based writing lessons

Narrative, persuasive & informative units

Explicit instruction from sentence to whole text

Sentence-level grammar and vocabulary

Mentor texts for every genre

Instant feedback gives students ways to improve.

Years 1–6*

Maths

Mathseeds

Where maths is fun, achievable and rewarding!

200 early maths lessons that build foundational number skills

Number, operations, geometry & measurement

Explicit instruction from concept to mastery

Step-by-step guided problem solving

Mental Minute maths fact fluency program.

K–3*

Mathletics

Where learning maths can make you a Legend!

Comprehensive curriculum coverage for each year level

For developing maths mastery

Independent fluency & skill-building tasks

Easy-to-assign homework activities

Live Mathletics competitions

Differentiated practice for all learners

Reasoning and problem-solving challenges.

K–10*

Assessment

brightpath PROGRESS

Formative assessments that make progress visible with clear next steps for learning!

Delivers reliable and meaningful writing and mathematics formative assessments for teachers

Respects and values teacher judgement

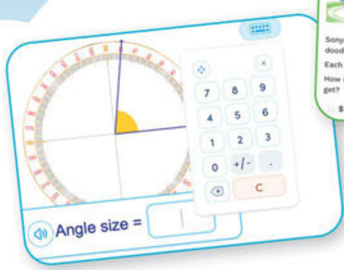
Proven to improve the teaching and learning cycle

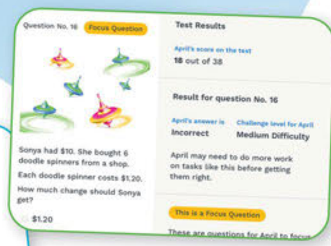
Supported by government-led initiatives.

K–10*

All programs include teaching units and lesson plans for ease of planning; printable student worksheets for offline reinforcement; plus extensive reports for tracking student growth.

**Year ranges apply to the Australian region only*





Top Releases in FY26

2026 has been a year of meaningful progress across the 3P Learning product suite.

The much-anticipated relaunch of Reading Eggspress has been met with exceptional market reception, with strong feedback confirming that students are embracing the refreshed experience.

Mathletics has significantly expanded its global reach through curriculum alignments across more than 20 new regions, complemented by the introduction of District Reporting and a refreshed Assign and Review workflow.

LiteracyPlanet has strengthened its content offering by integrating the much-loved WordFlyers library, and across the suite, we have made substantial progress toward WCAG 2.1 compliance – an important commitment to inclusive, accessible learning for all students.

Underpinning these product milestones has been a year of significant investment in data infrastructure and system integration, laying a robust foundation for the growth ahead.

3 Essentials

Achieved in FY26

Whole-school rollover

Reading program controls

ClassLink integration

Wonde integration

Coming FY27

AMER District controls

Refreshed Clever integration to all products

Onboarding Intent Surveys

LiteracyPlanet

Achieved in FY26

Word Flyers integration

Accessibility compliance

Coming FY27

Student Academy (content library)

Teacher enablement (tools & reports)

Mathseeds

Coming in FY27

Instruction Hub

Looking to 2027

As we enter the new year, our focus sharpens around the people at the heart of everything we do – teachers, parents and the children who love learning with our products. Our strategic priorities centre on demonstrating measurable learning impact and delivering clear return on investment for our customers.

Teacher Hub

A flagship initiative for 2027 will be the launch of a unified Teacher Hub – a single destination giving educators an at-a-glance view of student progress, access to new Checkpoint assessment tools, and a curated set of resources to support day-to-day planning. Our goal is to reduce friction and empower teachers to deliver more, with greater confidence.

Reading Eggs

Achieved in FY26

Map 13
Reading Eggspress upgrade
Golden Stepping Stones
AI Audio integration for new content

Coming FY27

Instruction Hub

brightpath PROGRESS

Achieved in FY26

Curriculum reporting
Year 1 maths tests

Coming FY27

AI auto-marking
plagiarism / AI cheat detection
Easier teacher workflows

Mathletics

Achieved in FY26

District Reporting
Standards Reporting
New Assessment experience
Live Mathletics refresh
New Course units
Accessibility & Read Aloud

Writing LEGENDS

Achieved in FY26

Map 17 complete
870 Exciting Writing Ideas
Long Writes
Assignments

Coming FY27

Instruction Hub

Coming FY27

Instruction Hub
Checkpoint Assessments
Enhanced Reporting
New Zealand Ministry partnership
Curriculum expansion
Accessibility & localisation

District Functionality & Integrations

We will continue to scale District-level functionality across our full product range. With Wonde and ClassLink integrations now complete, and Clever unified ready for relaunch, we are actively expanding our SSO ecosystem to meet the diverse authentication needs of our institutional customers.

Consumer (B2C) Engagement

In the consumer space, we are exploring innovative engagement models that deepen the connection between learners and our products – ensuring that the love of learning remains at the core of every interaction.

Senior Leadership Team

Jose Palmero

Chief Executive Officer

Jose has served as CEO of 3P Learning Limited since May 2021, when 3P Learning acquired Blake eLearning. Until then, and from 2006, Jose was with the Pascal Press Group of companies where he played a key role in growing and scaling the Pascal Press Group, which included Pascal Press, Blake Education, Blake Publishing, Video Education Australia, ClickView, 3P Learning (until its IPO in 2014), and Blake eLearning. Jose was a member of the 3P Learning board from 2009 to 2014 and has a proven track record in the educational content, intellectual property, and EdTech industries. Prior to joining 3P Learning and the Pascal Group, Jose worked 10 years at the Copyright Agency Limited as Group General Manager – Business Development and Strategic Planning, Financial Controller.

Lynda Pendino

Chief Commercial Officer - B2C

Lynda joined 3P Learning in May 2021, bringing 24 years of experience in educational publishing and technology. She previously spent 20 years with the Pascal Group of companies, where she held leadership positions in Marketing, Sales and Customer Support. Lynda led the global sales and marketing strategy for Reading Eggs and Mathseeds programs, which have since been used by more than 20 million children worldwide. Having served as Chief Revenue Officer, Lynda was appointed Chief Commercial Officer, B2C, in July 2026. She brings extensive experience across both B2B and B2C, with a strong emphasis on prioritising data-driven strategies to boost the company's profitability.

Adam McArthur

Chief Commercial Officer - B2B

Adam McArthur joined 3P Learning in April 2024 in a consulting role, becoming Chief Financial and Operations Officer in November 2024 and Chief Commercial Officer, B2B, in July 2026. In 2020, Adam was involved in the merger of Blake Education and 3P Learning and has a deep understanding of the K–12 education space. Prior to joining 3P, Adam has had leadership roles in a range of industries from education, entertainment and logistics, and more than 12 years as the CEO of software businesses, including a venture-backed start-up and a business within the News Corp group.

Katy Pike

Chief Product Officer

Katy is a co-founder of Blake eLearning and has been a key part of the Pascal Group of Companies since 1990. During these 30+ years, Katy has been the primary publisher of literacy and maths texts before moving onto digital products, where she oversaw the development of Reading Eggs, Reading Eggspress, Reading Eggs Junior, Mathseeds and Fast Phonics. Katy has created programs that are highly engaging for students, easy to use for teachers and aligned with 3P Learning's strategic vision. She is also the author of more than 120 book titles covering a wide range of literacy and numeracy topics.

Tania Black

Chief People Officer

Tania joined 3P Learning in 2015 (soon after IPO) and has been a key member of the global executive group during the transformation of the 3P business, through organic and inorganic growth, since this time. With over 25 years of human resources leadership experience, Tania has built her expertise across diverse industries including the technology, media and entertainment, not-for-profit and hospitality sectors. Her career includes senior HR roles at major Australian companies such as Bauer Media Group (formerly ACP Magazines) and Nine Entertainment Co., where she led significant change initiatives and managed large HR teams serving multiple business units. Tania's comprehensive background gives her a well-rounded perspective on leading workplace transformation whilst fostering talent and building positive workplace cultures in complex, multi-faceted organisations.

Strategic Priorities

Our winning aspiration for the next financial year is to continue delivering “Better Ways to Learn”, coupled with disciplined cost management for profitable growth and improved shareholder returns.

Having completed our major product investment phase, our key strategic objectives are:

- Focus on our key products for reading, writing, maths, and assessment to increase market share in APAC, EMEA, and AMER
- Invest in AI tooling and capability to enhance efficiency and productivity across the business
- Separate B2B and B2C into distinct teams focused on specific customer and product needs

For FY27, we will have dedicated resources working on B2B and B2C. This includes appointing Lynda Pendino as Chief Commercial Officer for B2C and Adam McArthur as Chief Commercial Officer for B2B. Lynda and Adam will have dedicated teams focused on the key value drivers for each segment.

Our strategy centres on converting product capability into sustainable revenue growth by driving program usage, demonstrating measurable learning impact, and expanding our reach in key markets – particularly APAC and AMER. For B2C, we are focused on expanding adoption of our Homeschool Max product and improving retention and lifetime value of customers.

B2B key drivers for growth

Drive teacher adoption and classroom usage

- Embed programs into daily classroom practice by simplifying teacher onboarding and introducing AI-enabled usage reports and benchmarks.
- Improve teacher engagement and reduce churn through new workflow tools, a Teacher Instruction Hub, and better reporting.

Prove impact and make value visible

- Deliver leadership-ready dashboards to translate student engagement into demonstrable learning outcomes and support renewal decisions.
- Provide automated renewal evidence packs to strengthen budget justification by principals and district leaders, particularly in AMER and UKI.

Expand through bundling and upsell

- Grow account value through structured upsell, term-based expansion reviews, and 3 Essentials bundling across reading, writing and maths.

Improve sales and marketing efficiency with automated operations

- Automate quoting and renewal processes through the introduction of self-service renewal accounts.
- Apply automated insights across sales, marketing, and customer support to improve conversion.

B2C key drivers for growth

Activation: Win the First 30 Days

- Improve trial conversion and increase customer lifetime value through a simpler, faster, and more personalised onboarding flow.
- Reduce friction in user experience, with in-product support for students who get stuck early on.

Build learning habit and improve retention

- Launch Learning Worlds, an enhanced product layer that gives children a reason to return and build a daily learning habit.
- Launch a Family Dashboard with learning milestones and clearer progress visibility, strengthening parent engagement.

Grow revenue in the homeschool market

- Scale Homeschool Max, our premium homeschool product, particularly in the US.
- Expand distribution through conferences, online retail partners and homeschool community groups.
- Upgrade existing core subscribers to premium annual plans.

Extend Subscriber Lifetime value

- Create a stronger subscriber journey that reduces drop-off and extends the relationship with families.
- Optimise marketing investment through lifetime value targeting.

Collectively, these initiatives are designed to improve customer retention, increase revenue per customer, expand margins, and deliver sustainable long-term growth.

Business Model

By strategically investing in financial, intellectual, human and social capital, 3P Learning consistently generates value for its stakeholders, encompassing shareholders, employees, communities and customers. Our commitment to improving educational outcomes worldwide aligns with our mission to deliver Better Ways to Learn.

Capital	Input	Business activity	Outputs	Outcomes
Financial	Equity financing Internally generated cash flows Debt funding	Product development Fund operational costs Invest in growth opportunities	Profit after tax of $9.9m (FY25$0.2m) Total cash, term deposits and restricted cash $15.7m (FY25:$11.6m) Total borrowings nil (FY25:nil) See *FY26 Performance*	Strategy and vision are supported and value created for shareholders Increased shareholder value with the first dividend declaration in 11 years.
Intellectual and technology	We invested $18.5m (FY25:$23.0m) existing product enhancements and $3.7m (FY25:$4.1m) new product development.	Research and development of new and existing products	Launch of several new products See *What's New in FY26* section	Completion of award-winning product suites for classroom and home solutions
People and culture	Just over 300 individuals Value and purpose Governance structure	Collaborate in a high-performance culture and hybrid working environment	Retain high performers and talent	Motivated and engaged workforce Innovation and productivity
Social	Community initiatives and partnerships	Community engagement through educational programs Partnering with organisations	Continuation of Giving Back program Provision of free product licences to schools and groups in need See *People and Corporate Social Responsibility* section	High employee satisfaction and company stability Enhanced educational opportunities Strengthened relationships with stakeholders and communities


'Crockd
Future #eggsplorer
– watch out world!
Mathletics
WORLD MATHS DAY
3P Learning
Mathseeds
IT AIN'T GONNA LICK ITSELF

People and Corporate Social Responsibility

Our team at 3P Learning comprises an experienced Board of Directors, a strong leadership team and just over 310 talented individuals. 3P Learning values cognitive, cultural and individual diversity. We undertake initiatives that are designed to support and facilitate our commitment to an inclusive and diverse workplace. The range of initiatives we undertake includes flexible working, employee feedback, learning and development opportunities and more.

Gender

Overall Team

- Female: 57%
- Male: 42%
- Other: 1%

Board of Directors

- Female: 20%
- Male: 80%

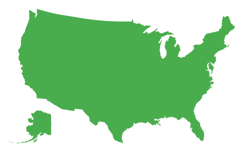
Senior Leadership Team

- Female: 60%
- Male: 40%

Staff locations

Australia **62%**

United Kingdom **12%**



United States **10%**

Canada **12%**

New Zealand **2%**

Other **2%**

Community

3P Learning is committed to creating a positive impact in our communities as we pursue our company purpose: Better Ways to Learn. Our people are uniquely placed to improve the lives of students, teachers, schools and communities. We recognise both the opportunity and the skills that 3P Learning possesses to drive positive Community, Environmental, Social and Governance outcomes.

Digital Environment

We are mindful of privacy and data security for our customers as we navigate and operate in the digital environment. Our commitment to digital safety begins at the Board and its Audit and Risk Committee and extends to all staff interactions with our customers. 3P Learning products are designed by applying principles that limit and safeguard information as we deliver our joyful and effective education programs. We also work with digital and education bodies to ensure a safe online learning space (e.g. maintaining certifications from kidSAFE for our Reading Eggs product).

We do not sell personal data.

Giving Back

3P Learning's Giving Back initiative focuses on the contribution we want to make to education, both locally and globally. Our company purpose, Better Ways to Learn, underpins how we think about the ways we can support children who are challenged by social and economic barriers to learning.

Working with partners

Spotlight on the Click Foundation

3P Learning continues to work with Click Learning, an NGO in South Africa, as part of its 'Read to Learn' program. In South Africa, 80% of Grade 3 and 81% of Grade 4 learners cannot read with comprehension in any language. Our Reading Eggs product has assisted in building core reading and comprehension skills to address this literacy crisis. This partnership delivers vital learning outcomes for students, as well as exposure to the digital environments that are foundational for their future success. The technological relationship ensures seamless rostering of learners and teachers while data exchange is communicated weekly. It has resulted in over 220,000 students accessing Reading Eggs throughout the year, with the Click Foundation facilitating the creation of over 850 jobs for youth and the installation of more than 20,000 computers.

Spotlight on the Smith Family

The Smith Family and 3P Learning share a commitment to improving literacy outcomes for children and young people across Australia.

Through our ongoing valued partnership, 3P Learning provides gifted licences of LiteracyPlanet and Reading Eggs to primary school students participating in The Smith Family's Learning for Life (LfL) program, opening up access to fun and engaging online literacy learning platforms that support reading, spelling, grammar and vocabulary development.

The platforms help students practise key literacy skills in an interactive way, supporting classroom learning and encouraging independent learning at home. By removing financial barriers to access, 3P Learning's contribution helps The Smith Family support students to build the skills and confidence they need to succeed in their education and future lives.

Families have shared positive feedback about the program, with one parent describing the platform as "entertaining and interactive", and another noting that it was "very accessible" and "helped their child keep learning in the holidays".

Students felt the platforms "helped with their reading", and that they "enjoyed the games element and how play-based it felt while learning". One student also said that "I could do it at my own pace and the characters were cute. It was pretty easy to use the app, and I want to keep using it as reading and spelling is very tricky to me but it's helping".

Supporting schools in need

Tier Two of our Giving Back program is designed to help a greater number of students to receive subsidised access to our learning platforms. This is achieved by awarding a series of complimentary licences or grants to organisations, such as schools and charities, who can show that access to our online learning platforms will make a difference to learning outcomes for the children that they work with.

3P staff volunteer their time to serve on the Giving Back Committee and review and support these applications. The aim is to support children who are challenged by social and economic barriers to learning.

During the year ended 30 June 2026, our Giving Back team received 13 new requests from schools and charity groups. We have also continued to provide licences to a number of existing accounts to help students access our learning programs for reading, mathematics and writing.

Since 2022, this program has connected with 58 schools and charity groups, giving approximately 11,330 students access to licences. This work has contributed to the foundational skills of learners in countries as diverse as South Africa, the USA, Jamaica, the UK, India, Zambia, Canada, Thailand, Australia, Nepal, Nigeria, Myanmar and the Philippines. This work includes a number of groups beyond schools, including children's hospitals, women's refuges, children's homes and foster homes.

Voices from the communities we support

"We want to use this medium to express our heartfelt gratitude and appreciation towards accepting our request and granting us to this great and wonderful opportunity to use your programs to help develop and nurture our kids to become a better version of themselves. We promise to use this opportunity given to us well."

– A teacher in Nigeria

"The content in the app makes children interested and is easy to learn. Thank you to the person who made the application and all the teachers who taught them how to use the application. Mathseeds is [our son's] favourite app. Thanks to this, he understands shapes and volumes in geometry. He is already proficient in addition and subtraction because he learns addition and subtraction according to his age."

– A parent in Myanmar

3P Learning's Penelope Naidoo brought World Maths Day to national television on Seven Network's The Morning Show, showing audiences how the event connects students around the world through Mathletics.

Governance

3P Learning's Corporate Governance framework empowers our focus on delivering long-term product excellence and creating and maintaining shareholder value. Our governance helps us fulfil our purpose of building Better Ways to Learn by guiding how we deliver our five company values daily to customers and by offering programs of choice to schools and parents. This approach seeks to ensure the creation and maintenance of our strong customer-facing brand and products, as well as long-term shareholder value.

Our passion to build Better Ways to Learn connects our Board to our shareholders; our governance and processes to our people; and our market-leading products to our customers.

Board of Directors

The role of the Board is to provide leadership and set the strategic objectives for 3P Learning. The Board oversees management's performance in implementing 3P Learning's objectives to achieve the company's ambitions.

Audit and Risk Committee

The role of the Audit and Risk Committee is to oversee the integrity of 3P Learning's financial reporting and effective risk management systems. This Board Committee also reviews and appoints the company's external auditors.

People and Culture Committee

The role of the People and Culture Committee is to oversee the remuneration framework for directors and key management personnel, and the alignment of remuneration, performance and reward to attract, retain and motivate employees who will create value for shareholders. This Committee also reviews nominations and evaluates the performance of the Board, individual Directors and the CEO.

Other committees may be established from time to time with specific responsibilities as delegated by the Board.

The Company's Corporate Governance Statement addresses the recommendations contained in the ASX Principles and Recommendations and is available on 3P Learning's website at https://www.3plearning.com/investors/governance/.

Governance Structure


Reading eggs
Finish!
Tengo hambre
Reading eggs
Mathseeds

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

Governance

The number of meetings of 3P Learning's Board of Directors ("the Board") and of each Board Committee held during the year ended 30 June 2026 and the number of meetings attended by each director, were:

	Full board		People and Culture Committee		Audit and Risk Committee	
	Held	Attend	Held	Attend	Held	Attend
Matthew Sandblom	5	5	-	-	-	-
Mark Lamont	5	5	4	4	4	4
Katherine Ostin	5	5	4	4	4	4
Allan Brackin	5	5	4	4	4	4
Craig Coleman	5	5	-	-	-	-

The Board's two standing committees facilitate and assist the Board in fulfilling its responsibilities. Other committees may be established from time to time with specific responsibilities as delegated by the Board.

The composition of the committees throughout the financial year ended 30 June 2026 was:

Committee	Members	Independent	Non-executive
People and Culture Committee	Allan Brackin	✓	✓
	Katherine Ostin	✓	✓
	Mark Lamont (Chair)	✓	✓
Audit and Risk Committee	Katherine Ostin (Chair)	✓	✓
	Allan Brackin	✓	✓
	Mark Lamont	✓	✓

Board of Directors

Matthew Sandblom

Mark Lamont

	Matthew Sandblom	Mark Lamont
Title	Executive Chairman Matthew has been a Director of the company since May 2021 and was appointed Executive Chairman from 25 August 2021.	Independent Non-Executive Director Mark has been a Non-Executive Director of the company since March 2018.
Qualifications	BA Economics	BA, Dip Ed
Experience and expertise	Matthew is an education entrepreneur with more than 35 years of experience building successful companies. He started his first company, Pascal Press, in 1989 to publish school workbooks and study guides. Since then, he has founded or co-founded numerous successful businesses, including Blake Education, ClickView, 3P Learning and Blake eLearning. Matthew is driven by a commitment to developing resources that provide students with better ways to learn. He was a major shareholder of 3P Learning prior to its IPO in 2014 and remains a major shareholder today.	Mark has deep experience in the global education and EdTech sectors with particular expertise in Internet applications, international markets and strategic planning. Previously, he held key executive roles at myinternet Limited and Follett Corporation (USA).
Other current directorships	No other ASX listed entity.	No other ASX listed entity. Chair of EduGrowth Limited since January 2019; Chair of Typsy Group Pty Ltd since October 2021. Non-executive Director of Year 13 Pty Ltd since July 2024.
Former Directorships (last 3 years)	N/A	Non-Executive Director of Education Services Australia Limited until 29 February 2024.
Special responsibilities	N/A	Member of the Audit and Risk Committee, Chair of the People and Culture Committee.
Interests in shares	141,674,506	150,000

	 **Craig Coleman**	 **Katherine Ostin**
Title	Non-Executive Director	Independent Non-Executive Director
	Craig has been a Non-Executive Director of the company since 16 November 2022.	Kathy has been a Non-Executive Director of the company since 6 August 2021.
Qualifications	BCom	BCom, GAICD, Chartered Accountant, F Fin
Experience and expertise	Craig is co-founder and Managing Partner of Viburnum Funds Pty Ltd, a private and public equities fund manager. Previously, he was Managing Director and then Non-Executive Director of ASX-listed Home Building Society Limited, and prior to this, he held senior executive positions and directorships with ANZ, as well as serving as Non-Executive Director of ETRADE Australia Limited.	Kathy has strong financial, audit and risk management experience, having been a senior audit partner at KPMG from 2005 to 2017 before transitioning to her NED career in 2018. Her expertise extends to a broad sector of industries including technology, content and communications, media and entertainment.
Other current directorships	Non-Executive Chair of Sports Entertainment Group Ltd (ASX: SEG) since November 2017; and Non-Executive Director of GTN Limited (ASX: GTN) since June 2024; Non-Executive Director of Coventry Group Ltd (ASX: CYG) since April 2025.	Non-Executive Director of: Dusk Group Limited (ASX: DSK) since September 2020; Next Science Limited (ASX: NXS) since October 2023 - not listed from February 2026; Kyron CapitalGroup (ASX: KYN) (previously Elanor Investors Group (ASX: ENN)) since January 2024; Healius Limited (ASX: HLS) since December 2024; Bid Corporation Ltd (JSE:BID) since May 2026.
Former Directorships (last 3 years)	Non-Executive Director of Universal Biosensors Inc (ASX: UBI), resigned June 2025.	Non-Executive Director of Capral Limited (ASX: CAA), resigned in May 2025; Elanor Commercial Property Fund (ASX: ECF), resigned February 2026.
Special responsibilities	N/A	Chair of the Audit and Risk Committee, Member of the People and Culture Committee.
Interests in shares	54,300,428 (indirectly, being the shares held by Viburnum Funds Pty Ltd and other related entities)	48,183

Board of Directors

Allan Brackin

Title	Independent Non-Executive Director
	Allan has been a Non-Executive Director of the company since 6 August 2021 and has been the Company's Senior Independent Director since 25 August 2021.
Qualifications	BAppSc
Experience and expertise	Allan has over 40 years of experience in the technology industry and has a proven track record as a business builder and adviser. His expertise spans business strategy, sales and marketing, process re-engineering, change management, financial management, mergers and acquisitions and governance. Previously, Allan was the CEO and Managing Director of Volante Group Ltd, founder and CEO of AAG Technology Services and has served as Chair of Opticomm Ltd, GBST Ltd and RPM Global Limited.
Other current directorships	Non-Executive Director of Wagners Holding Company Limited (ASX: WGN) since February 2025.
Former Directorships (last 3 years)	Integrated Research Limited (ASX: IRI) until September 2023.
Special responsibilities	Member of the Audit and Risk Committee Member of the People and Culture Committee
Interests in shares	422,895

Please note that in the previous tables, 'Other current directorships' refer to the current directorships for listed entities only, and excludes directorships of all other types of entities, unless otherwise stated.

'Former directorships (last 3 years)' refer to directorships held in the last three years for listed entities only, and excludes directorships of all other types of entities, unless otherwise stated.

Skill matrix

3P Learning seeks to achieve a range of skills, experience and expertise on the Board, together with the level of competence and understanding required to deal with current and emerging business issues to oversee 3P Learning's strategic objectives and performance.

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

Skill / Experience	Matthew Sandblom	Mark Lamont	Katherine Ostin	Allan Brackin	Craig Coleman
Extensive public company board and/or C-level experience		✓	✓	✓	✓
Significant experience in developing effective corporate strategy	✓	✓	✓	✓	✓
Significant experience in accounting and finance, and capital management	✓		✓	✓	✓
Strong experience in identifying key risks to the organisation and legal compliance		✓	✓	✓	✓
Experience in M&A activity and investor relations	✓	✓	✓	✓	✓
Expertise in sales and marketing to consumer and B2B	✓	✓	✓		
Expertise and significant experience in digital, e-commerce, software enterprise leadership and management	✓	✓ B2B Only	✓	✓	
Distinguished career in education and education technology products	✓	✓			
Significant global business experience (more than three countries)	✓	✓	✓	✓	✓
Experience with labour, environmental, social and governance (ESG) initiatives		✓	✓		

Risks and Opportunities

The Board recognises that the proactive identification and management of risk is crucial to delivering 3P Learning's group strategy. Risk management enables the Board and Senior Leadership to make effective decisions and navigate toward our strategic goals. The ability to identify and appropriately manage risks is key to building long-term shareholder value.

The Audit and Risk Committee is responsible for 3P Learning's Risk Management Framework and for overseeing the implementation of effective risk management systems and processes. Within this framework, the Committee monitors both the risks that drive innovation and strategic objectives and the risk actions required to safeguard operations on an ongoing basis. The Committee has overseen the continuous development of a risk policy and risk management plan, which are reviewed and approved by the Board from time to time.

The Committee has satisfied itself that the processes and procedures followed for identifying, managing and reporting on risks are adequate. It should be noted that the risk factors discussed in the table below are not exhaustive but rather address those risks that are most relevant to 3P Learning.

Artificial intelligence and the SaaS and EdTech industry

The Board has specifically considered the effect of the continued advancement of artificial intelligence on the SaaS and EdTech industry in which 3P Learning operates. AI is a cross-cutting theme across the risk categories addressed above, rather than a standalone risk, and is changing the competitive landscape, the pace of technological change, and the nature of cyber and data governance risk faced by industry participants.

AI is lowering barriers to entry and increasing the pace at which new and existing competitors can develop features and bring products to market, while also increasing the sophistication and scale of AI-enabled cyber threats, such as phishing and social engineering, directed at the sector. 3P Learning, however, considers the responsible adoption of AI to be a significant opportunity, supporting faster and more insight-led product development, improved operating efficiency, and enhanced learning experiences for our customers and students. 3P Learning continues to manage the risks associated with AI adoption, including data governance, security and appropriate oversight, through its established risk management and AI governance frameworks.

	Key Risk	Key Response	Key Opportunity
Competition risks	3P Learning operates in a highly competitive and global industry across both B2B and B2C markets. There are many online education participants targeting the school and home learning segments, many with significant resources and access to capital. Competition and pricing pressure could affect 3P Learning's ability to win new business, retain existing customers and achieve budgeted revenue growth. The rapid advancement of artificial intelligence is lowering barriers to entry and accelerating the pace at which competitors can develop and bring new features to market, increasing the importance of continued investment in 3P Learning's own product and technology capability.	3P Learning actively monitors competitor activity and engages with market participants. Extensive market research is conducted, and 3P Learning continues to invest in its core solutions, referred to as 3 Essentials, together with region-specific go-to-market strategies and an insights-led approach to product development. 3P Learning has also started investing in learning and development programs for management and staff as well as AI tooling and frameworks to strengthen its competitive position in the EdTech market.	3P Learning is dedicated to differentiating our products, including through cross-selling and upselling of our 3 Essentials suite to existing customers and the responsible use of AI to accelerate product development and deepen learning insights, thereby creating increased value for our customers and establishing competitive advantages in the market. 3P Learning's investment in staff learning and development and AI tooling also creates an opportunity to build deeper product and technology expertise, further strengthening its long-term competitive position in the EdTech market.

	Key Risk	Key Response	Key Opportunity
Technology risks	3P Learning's technology platforms and systems, including legacy infrastructure, may be disrupted by new technologies, become obsolete, or experience service interruption, which could affect 3P Learning's reputation, and financial performance. The pace of change in AI across the SaaS and EdTech sectors increases the risk that products and systems which do not evolve to incorporate AI capability could lose relevance to customers, while adoption of AI tools in our products and operations introduces some technology, security and change management risks.	Legacy components are actively identified and either retired or modernised. 3P Learning maintains a defined and approved technology stack, conducts regular platform testing and monitoring, and has disaster recovery arrangements in place, with continued investment directed at modernising customer-facing systems. Use of AI tools and features across the business is governed by an internal AI usage policy, staff training and development, and security and privacy review of AI capability prior to deployment. AI is applied to support product innovation and is not used to interact directly with students, nor given autonomous responsibility for product development decisions. AI-enabled reporting features made available to teachers and administrators remain subject to this policy, and 3P Learning continues to monitor competitor AI offerings as part of its ongoing technology assessment.	Knowledge sharing of key legacy systems and building for the future ensures that our technology platforms are continually maintained, operate at high efficiency and serve as sources of information for future innovations. The responsible adoption of AI across our products and internal operations presents an opportunity to accelerate innovation, improve operating efficiency and enhance the learning experience we deliver to customers.
Revenue and economic risks	The market in which 3P Learning operates is impacted by schools' and consumers' ability to fund the purchase of education technology. A significant decline in school funding, changes to purchasing decision processes, or education regulatory changes in any market could result in reduced demand for 3P Learning's products. Sales made directly to consumers may also be impacted by general economic performance of a region.	3P Learning sells products in both B2B and B2C markets across multiple regions. This diversified footprint reduces the exposure to and reliance on funding, policy or economic changes experienced in any particular market, supported by a formal budgeting and forecasting process with regular re-forecasting and variance review against actual performance.	By operating in B2B and B2C markets across multiple regions, 3P Learning has exposure to larger markets and increased growth opportunities.

	Key Risk	Key Response	Key Opportunity
Privacy and data security risks	As a technology-focused education business, compliance with privacy and data security, safeguarding customer and student data, and managing information security are paramount considerations that influence 3P Learning's approach to all aspects of its operations and decision-making. 3P Learning is cognisant of evolving privacy regulation across the jurisdictions in which it operates and of the need to meet legal, community and customer expectations, as these risks have the ability to impact students, 3P Learning's reputation, sales and consequently shareholder value. The growing use of AI across the SaaS and EdTech sector, including by 3P Learning, introduces additional data governance considerations regarding how information is used, accessed and safeguarded when processed by AI tools and systems.	3P Learning seeks to manage privacy and data security risks through its risk management framework, which includes regular reviews of the nature and severity of these risks and the effectiveness of controls and mitigating measures put in place to manage them. 3P Learning has continued to invest in its privacy compliance framework, including a refreshed suite of privacy policies, data retention and minimisation practices, staff training, and data breach response plans. An AI governance framework, including a defined AI usage policy and oversight of approved AI tools, supports responsible and compliant use of AI in the handling of customer and student data.	By consistently communicating and delivering on our commitments to ensure the privacy and safekeeping of personal information, we strengthen our relationships with our people and customers, building trust in our product solutions within a rapidly changing digital and regulatory environment.
Cyber and digital environment risks	3P Learning's delivery of products and services operates in digital and web-based environments, with vendors, customers and our technology solutions exposed to changing cyber security needs, cyber risks and threats, including those directed at the education sector. The advancement of AI and increased sophistication and scale of cyber threats globally, including AI-generated phishing and social engineering, which the sector as a whole must continue to adapt to.	3P Learning's product and technology teams review both the content and technology delivery of our programs and services to identify and manage potential cyber risks. 3P Learning maintains a layered control environment, including access management, monitoring, staff training and independent testing, overseen through our risk management framework. Staff awareness training and email security controls continue to be enhanced to address the increasing sophistication of AI-enabled threats.	3P Learning seeks to safeguard the value of our digital and intellectual property assets for our shareholders and our learners, as overseen through our risk management framework, while building customer trust through demonstrated security maturity.

	Key Risk	Key Response	Key Opportunity
Exchange rate risks	Volatility in exchange rates can impact the Group's ability to maintain or grow margins.	Within our global operations, foreign exchange is managed on a regular basis in accordance with the Group's treasury policy. The Board is of the view that natural hedges presently mitigate exchange rate volatility risk for 3P Learning to an economically acceptable level. Natural hedging occurs when revenue earned by 3P Learning in a foreign currency exceeds or closely matches the expenses 3P Learning incurs in that same foreign currency.	3P Learning utilises its natural hedge advantage to engage in more proactive and strategic financial management practices. 3P Learning can also expand operations in foreign markets with favourable economic conditions.

3P Learning Limited

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For the year ended 30 June 2026

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3P Learning Limited

Directors' report
30 June 2026

The Directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the "**Group**") consisting of 3P Learning Limited (referred to hereafter as the "**Company**" or "**parent entity**") and the entities it controlled at the end of, or during, the year ended 30 June 2026.

1. Directors

The following persons were Directors of 3P Learning Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Matthew Sandblom	Chairman
Allan Brackin	Non-Executive Director
Craig Coleman	Non-Executive Director
Mark Lamont	Non-Executive Director
Katherine Ostin	Non-Executive Director

For all directorships of other listed companies held by the Directors above in the past 3 years, please refer to page 34-36.

2. Principal activities

The Group operates within the education technology sector. During the financial year, the principal continuing activities of the Group consisted of the development, sales and marketing of educational software and ebooks to schools and to parents of school-aged students, delivered via a Software-as-a-Service subscription model.

3. Dividends

The Board declared a final ordinary dividend of $9.6 million (3.52 cents per share), partially franked at 7.82% (franking credits: $321,500 at 30%), to be paid on 21 September 2026. This dividend has not been recognised as a liability at 30 June 2026 as it had not been approved as at that date. The dividend was approved subsequent to 30 June 2026 on 25 August 2026.

4. Review of operations

Business overview

The Group is a global leader in online education. The Group's 3 Essentials suite of reading, writing and maths products are designed to facilitate dynamic and engaging learning experiences for educators and learners alike, to address the complex challenges faced by teachers and students in the modern classroom and at home.

The Group has over 310 educators, engineers, product designers and other personnel around the world, servicing schools and parents in over 140 countries. Today, the Group is trusted by more than 4.7 million students in over 15,000 schools globally. The Group's mission is to enable "Better Ways to Learn".

A summary of revenue and other income for the year ended 30 June 2026 is set out below:

	2026 $ '000	2025 $ '000
Licence fees	**99,007**	104,105
Copyright licence fees	**3,087**	3,385
Other revenue	**2,021**	1,395
Total revenue	**104,115**	108,885
Other income	**8,767**	191
Total revenue and other income	**112,882**	109,076

4. Review of operations (continued)

Business overview (continued)

Total revenue for the year ended 30 June 2026 was $104.1 million (30 June 2025: $108.9 million).

Licence fees revenue decreased by $5.1 million to $99.0 million, down 4.9% on prior year.

A reconciliation of statutory profit/(loss) before income tax benefit for the year to underlying earnings before interest, tax, depreciation and amortisation (Underlying "**EBITDA**") is as follows:

	2026 $ '000	2025 $ '000
Statutory profit/(loss) before income tax	**10,683**	(96)
Corporate advisory costs	**331**	208
Deferred contract costs on buy-back of distributor rights	**580**	1,549
Depreciation and amortisation expense	**11,604**	10,634
Finance costs	**264**	545
Gain on bargain purchase	**-**	(234)
Impairment losses	**434**	-
Interest income	**(266)**	(280)
Restructure and integration costs	**1,612**	1,946
Unrealised foreign exchange (gain)/loss	**(1,056)**	1,277
DGTO FY25 claim recognised in FY26	**(4,693)**	-
Underlying EBITDA	**19,493**	15,549

Underlying EBITDA represents earnings before interest, tax, depreciation and amortisation, excluding unrealised foreign exchange losses and gains, corporate advisory costs, restructure and integration costs, gain on bargain purchase, impairment losses, deferred contract costs on buy-back of distributor rights arising prior to the buy-back in the previous financial year and the Digital Games Tax Offset (**"DGTO"**) claim recognised in FY26 but related to FY25 expenditure.

DGTO is a government support program administered by the Office for the Arts designed to encourage game development in Australia by providing a tax offset which can be claimed within the Group's income tax return. This claimed amount is based on eligible game development expenditure incurred during the tax year, applying the 30% offset rate prescribed under the Digital Games Tax Offset scheme rules. Refer to note 4 for details.

The Directors have provided Underlying EBITDA after careful consideration of the requirements and guidelines contained in ASIC's Regulatory Guide 230 "Disclosing non-IFRS financial information". Underlying information, including this reconciliation to net loss after income tax benefit, has been provided to meet the demands from users of the financial reports for information to better understand aspects of the Group's performance. The Directors believe that Underlying EBITDA is the most appropriate measure of the maintainable earnings of the Group and thereby best reflects the core drivers of, and ongoing influences upon, those earnings.

3P Learning Limited

Directors' report
30 June 2026

4. Review of operations (continued)

Segment review

Segment revenue and other income for the year is as follows:

	2026 $ '000	2025 $ '000	Change $ '000	Change %
Business-to-School (B2B)	**60,687**	65,628	(4,941)	(7.5%)
Business-to-Consumer (B2C)	**43,612**	43,448	164	0.4%
Corporate	**8,583**	-	8,583	NM*
Total revenue and other income	**112,882**	109,076	3,806	3.5%

Segment Underlying EBITDA is as follows:

	2026 $ '000	2025 $ '000	Change $ '000	Change %
Business-to-School (B2B)	**10,306**	10,231	75	0.7%
Business-to-Consumer (B2C)	**8,289**	7,775	514	6.6%
Corporate	**898**	(2,457)	3,355	NM*
Total Underlying EBITDA	**19,493**	15,549	3,944	25.4%

** Not meaningful*

B2B segment

Revenue and other income in the B2B segment decreased by $4.9 million to $60.7 million due to lower billings in the current year. The main contributor to the lower billings result was lower renewal rates in the APAC region. Management has launched several initiatives to improve the retention rates and grow new business, the most significant of which is the growth opportunities in New Zealand.

The Group was appointed as an approved supplier under the New Zealand Ministry of Education’s Ministry-funded Maths Resource initiative. Under the initiative, eligible New Zealand schools will be able to access the Group’s Mathletics digital learning resource for Years 0 to 8, together with supporting printed student workbooks and teacher resources delivered in partnership with Pascal Press.

The Ministry-funded Maths Resource initiative is designed to support the implementation of the Mathematics and Statistics Learning area for Years 0–8 in New Zealand Schools. The Ministry of Education will manage communications with schools and the ordering process in accordance with the terms of the supplier arrangement. The Group’s participation in the initiative reflects the Group’s continued focus on supporting schools with curriculum-aligned digital learning solutions, teacher support and student engagement in Mathematics and Statistics.

The Group will work with the Ministry of Education and its delivery partners to support implementation, access, and onboarding for schools that select Mathletics through the official Ministry ordering process. The appointment provides the Group with an opportunity to extend the reach of Mathletics within the New Zealand education market, while supporting the Ministry’s broader objective of improving access to high-quality maths resources for schools for 2027-2029.

Underlying EBITDA of $10.3 million in B2B has increased by $0.1 million due to active cost management. The decrease in revenue was fully offset by savings in operating costs. The savings reduced the underlying cost base and is expected to carry forward to the next financial year.

4. Review of operations (continued)

Segment review

B2C segment

Revenue and other income in the B2C segment increased by $0.2 million. Revenue growth in the B2C segment was flat at 0.4% increase from prior year. Lower billings in APAC and EMEA were offset by growth in the AMER region. The main growth opportunity in the AMER region is the US Homeschool market and the Group has seen increased interest in the Homeschool Max product designed specifically to support home school students and parents. The Homeschool Max product will be the continued focus of 3P Learning for the next financial year.

Underlying EBITDA of $8.3 million increased by $0.5 million due to active cost management. The savings reduced the underlying cost base and is expected to carry forward to the next financial year.

Group performance

Profit before income tax was $10.7 million (30 June 2025: loss of $0.1 million). The profit for the Group after providing for income tax amounted to $9.9 million (30 June 2025: profit of $0.2 million).

Other income attributable to the corporate segment relates to DGTO income. The current year income of $8.6 million consists of the prior year actual claimed amount and current year's estimated claim amount.

This is the first year that the Group applied for the DGTO government grant and the income was only recognised once the submission was approved and management confirmed that the operations of the Group qualified. As a result, both the prior year and current year claims are recognised in the current year. The prior year income is excluded from the underlying EBITDA calculation to ensure consistent comparisons with future periods.

The prior year DGTO submission of $5.5 million was completed in June 2026. The refund payment is expected within the first half of FY27. Income relating to the refund is recognised in line with the underlying expenditure it relates to. In the current year, $4.7 million was recognised and $0.8 million deferred. The current year DGTO income is an estimate based on qualifying expenses incurred in the year. The total estimated refund of $4.8 million is classified as other receivables, with $3.9 million recognised as other income and $0.9 million deferred. For details refer to note 4.

Going forward, the Group will estimate the DGTO claim amount on an annual basis and adjust it with the final submission outcome when it certified by the Office for the Arts.

The Group's Underlying EBITDA improved from $15.5 million to $19.5 million. The lower revenue due to lower billings was offset by cost savings increased and other income from DGTO.

As at 30 June 2026, the Group had $9.5 million (30 June 2025: $8.5 million) of cash and cash equivalents and nil borrowings (30 June 2025: nil). At 30 June 2026, $3.2 million (30 June 2025: $3.1 million) of restricted cash was held as security for the Group's merchant banking arrangements and $3.0 million was held as term deposits with investment periods of longer than 3 months (refer to note 12 for details). The aggregate of cash and cash equivalents, term deposits and restricted cash was $15.7 million (30 June 2025: $11.6 million).

3P Learning Limited

Directors' report
30 June 2026

4. Review of operations (continued)

Material business risks

The material business risks faced by the Group that are likely to have an effect on the financial prospects of the Group are outlined below. For detailed discussion of business risks refer to page 38 - 41.

Competition risks:

- The Group operates in a highly competitive and global industry across both B2B and B2C markets. There are many online education participants targeting the school K–12 and home learning segments, many with significant resources and access to capital. Competition and pricing pressure could affect the Group's ability to win new business, retain existing customers and achieve budgeted revenue growth.
- The rapid advancement of artificial intelligence ("AI") is lowering barriers to entry and accelerating the pace at which competitors can develop and bring new features to market, increasing the importance of continued investment in the Group's own product and technology capability.

Technology risks:

- The Group's technology platforms and systems, including legacy infrastructure, may be disrupted by new technologies, become obsolete, or experience service interruption, which could affect the Group's reputation, and financial performance.
- The pace of change in AI across the SaaS and EdTech sectors increases the risk that products and systems which do not evolve to incorporate AI capability could lose relevance to customers, while adoption of AI tools in our products and operations introduces some technology, security and change management risks.

Privacy and data security risks:

- As a technology-focused education business, compliance with privacy and data security, safeguarding customer and student data, and managing information security are paramount considerations that influence the Group's approach to all aspects of its operations and decision-making. The Group is cognisant of evolving privacy regulation across the jurisdictions in which it operates and of the need to meet legal, community and customer expectations, as these risks have the ability to impact students, the Group's reputation, sales and consequently shareholder value.
- The growing use of AI across the SaaS and EdTech sector, including by the Group, introduces additional data governance considerations regarding how information is used, accessed and safeguarded when processed by AI tools and systems.

Revenue and economic risks:

- The market in which the Group operates is impacted by schools' and consumers' ability to fund the purchase of education technology. A significant decline in school funding, changes to purchasing decision processes, or education regulatory changes in any market could result in reduced demand for the Group's products. Sales made directly to consumers may also be impacted by general economic performance of a region.

Exchange rate risks:

- Volatility in exchange rates can impact the Group's ability to maintain or grow margins.

Cyber and digital environment risks:

- The Group's delivery of products and services operates in digital and web-based environments, with vendors, customers and our technology solutions exposed to changing cyber security needs, cyber risks and threats, including those directed at the education sector.
- The advancement of AI and increased sophistication and scale of cyber threats globally, including AI-generated phishing and social engineering, which the sector as a whole must continue to adapt to.

5. Significant changes in the state of affairs

There were no significant changes in the state of affairs of the Group during the financial year.

6. Matters subsequent to the end of the financial year

No other matter or circumstance has arisen since 30 June 2026 that has significantly affected, or may significantly affect, the Group's operations, the results of those operations, or the Group's state of affairs in future financial years. The Group proposes a dividend of $9.6 million (3.52 cents per share) to shareholders for FY26. The dividend remains subject to board approval and has not been recognised as a liability at 30 June 2026.

7. Likely developments and expected results of operations

The Group's growth is expected to be supported by the continuing trend of schools, teachers, parents and students seeking more engaging and interactive online learning resources with proven pedagogical efficacy.

The Group expects to continue to focus its product development and distribution efforts on the core areas of reading, writing and maths. The Group also expects to continue to invest in its scalable internal sales and marketing to support its growth in both existing and new territories.

8. Environmental regulation

The Group is not subject to any significant environmental regulation under Australian Commonwealth or State law.

9. Information on Directors

Information and meetings of the Directors are included in the Board of Directors section on page 33.

10. Company secretary

Joyce Li has resigned as company secretary effective from 24 February 2026. Eryl Baron has been appointed as company secretary and she brings her experience working with listed companies and corporate governance.

11. Shares under option

There were no unissued ordinary shares of 3P Learning Limited under option outstanding at the date of this report.

12. Shares under share appreciation rights

Unissued ordinary shares of the Company under share appreciation rights at the date of this report are as follows:

Grant date	Rights vesting date[i]	Exercise price	No. of rights
07/02/2022	31/08/2024	$0.00	733,316
17/10/2022	29/08/2025	$0.00	710,712
29/09/2023	08/2026	$0.00	1,319,882
20/11/2024	08/2027	$0.00	2,526,822
24/09/2025	08/2028	$0.00	3,271,931

i. Subject to the share appreciation rights vesting following the assessment of performance measures, the period under which vested rights may be exercised is five years from the grant date.

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30 June 2026

12. Shares under share appreciation rights (continued)

No person entitled to exercise the performance and share appreciation rights had or has any right by virtue of the performance and share appreciation rights to participate in any share issue of the Company or of any other body corporate. For details of share appreciation rights issued and forfeited during the year, refer to note 22.

13. Shares issued on the exercise of share appreciation rights

There were no ordinary shares of the Company issued on the exercise of share appreciation rights during the year ended 30 June 2026 and up to the date of this report.

14. Indemnity and insurance of officers

The Company has indemnified the Directors and executives of the Company for costs incurred, in their capacity as a Director or executive, for which they may be held personally liable, except where there is a lack of good faith. During the financial year, the Company paid a premium in respect of a contract to insure the Directors and executives of the Company against a liability to the extent permitted by the *Corporations Act 2001* (Cth). The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

15. Indemnity and insurance of auditor

To the extent permitted by law, the Company has agreed to indemnify its auditors, KPMG, as part of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify KPMG during the financial year and up to the date of this report.

16. Proceedings on behalf of the Company

No person has applied to the Court under section 237 of the *Corporations Act 2001* (Cth) for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

17. Non-audit services

Amounts paid or are payable to the auditor for non-audit services during the financial year were nil (2025: $1,500) as outlined in note 30.

The Directors are satisfied that the provision of non-audit services during the prior financial year, by the auditor, is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*.

The Directors are of the opinion that the services as disclosed in note 30 to the financial statements do not compromise the external auditor's independence requirements of the *Corporations Act 2001*.

18. Rounding of amounts

The Company is of a kind referred to ASIC Corporations (Rounding in Financial/Directors’ Reports) Instrument 2026/183. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

19. Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* (Cth) is set out immediately after this Directors' report.

This report is made in accordance with a resolution of Directors, pursuant to section 298(2)(a) of the *Corporations Act 2001* (Cth).

On Behalf of the Directors

____
Matthew Sandblom
Chairman

25 August 2026
Sydney

3P Learning Limited

Remuneration report

30 June 2026

Letter from People and Culture Committee Chair

Dear Shareholder

On behalf of the Board of 3P Learning, I am pleased to present the Company's Remuneration Report for the financial year ended 30 June 2026.

FY26 has been a year of reflection and refocus and has provided an opportunity for an honest assessment of the external and internal factors that are impacting on our path to growth. As a result of this review, we have used the latter stages of FY26 to introduce a new organisation design which will underpin our strategy to more fully separate our B2B and B2C businesses. This will enable a dedicated focus on key divisional priorities and the ability to meet the needs of differing customers more fully.

To support this, we made significant changes to our senior leadership structure to accelerate business turnaround and commercial execution. The appointment of Adam McArthur and Lynda Pendino to Chief Commercial Officer roles, for B2B and B2C respectively, reflects our confidence in optimising executive capability from within the business. These appointments strengthen our go-to-market functions and provide clearer accountability for revenue outcomes across key customer segments.

Concurrently, Mireille Steenekamp was promoted to Director – Finance and Risk to oversee a newly created Finance and Risk team which will position 3P for the financial and risk rigour, and reporting discipline required as the business evolves. Mireille reports directly to our CEO, Jose Palmero, who will take on external facing CFO responsibilities more fully.

As we recalibrated our organisational structure and role architecture to align with business priorities, we also saw a net reduction in headcount. This reflects optimisation of operational efficiency gains, product development rationalisation, and the impact of the evolving commercial environment. This work has positioned the business with an appropriately scaled team to concentrate on executing the FY27 strategy and to drive our return to sustainable growth. We have managed this process with careful attention to capability retention, transition support and organisational cohesion, recognising that how we execute structural change is as important as the change itself.

We have prioritised building AI literacy as a foundational capability for the group. Throughout FY26, we have seen a material acceleration in both adoption and experimentation across the organisation, with active communities fostering knowledge exchange, learning and innovation. Strengthening employee and technology capability has enabled faster advancement of AI applications in product development, operational efficiency, and creative execution- outcomes that directly support our turnaround trajectory.

Our executive remuneration has continued to be aligned with measures that support shareholder outcomes via aggregate Earnings Per Share and aggregate Group Revenue targets in our Long Term Incentive Plan, and Group Billings and Underlying EBITDA targets in our Short Term Incentive Plan.

FY26 Remuneration Outcomes:

- At the beginning of FY26, our CEO and CRO received fixed remuneration increases of 2%. These increases were approved by the board and within the 3% salary increase pool. Fixed remuneration for our CFO/COO was increased by 8% to reflect appropriate internal relativity.
- In relation to Short Term Incentive (STI) targets for KMP, these were comprised of financial targets only (refer to section 2). A portion of these incentives will be paid, in line with targets that have been achieved.
- In relation to Long Term Incentives, Share Appreciation rights were granted in FY24 to select executives including KMP, with performance measures over a 3 year period. This equity plan has been weighted equally between aggregate revenue and underlying earnings per share (EPS). Revenue and EPS targets were not achieved for the FY24 Long Term Incentive.
- There were no changes to the existing Board fee base or Committee fees.

FY27 Remuneration Strategy

In FY27, we intend to align Short Term Incentives targets with our B2B and B2C divisions more fully to provide a greater level of focus on divisional success, whilst retaining some group financial targets, namely Revenue and EBITDA. We are also reassessing the instrument we have utilised in our existing Long Term Incentive Plan, Share Appreciation Rights (SARs), and are comparing this to the use of performance rights with share price hurdles. In doing this, we are seeking to retain a focus on share price acceleration, whilst simplifying the existing plan methodology.

The Year Ahead

Our team has navigated significant change during FY26 with professionalism and commitment. We have a talented group, focused and aligned on our mission to support learning outcomes for children globally. As we move into FY27, our priority is to invest in developing the people who will shape our future, deepen AI and digital capability across the organisation, and continue to strengthen the culture and operational clarity that will sustain us through the turnaround ahead. We look forward to demonstrating the impact of these investments as we execute our FY27 strategy and drive return to growth.

Mark Lamont
People and Culture Committee Chair
25 August 2026
Sydney

3P Learning Limited

Remuneration report

30 June 2026

Remuneration report (audited)

The Directors of 3P Learning Limited present the Remuneration Report ("**the Report**") for the Company and its controlled entities for the year ended 30 June 2026 ("**the Group**"). This Report forms part of the Directors' Report and has been audited in accordance with section 300A of the *Corporations Act 2001* (Cth).

The Report details the remuneration arrangements for the Company's key management personnel ("**KMP**") comprised of:
• Non-executive Directors ("**NED**s")
• Executive Director, Chief Executive Officer ("**CEO**"), Chief Financial Officer ("**CFO**") and Chief Revenue Officer ("**CRO**") (collectively "the **Executives**").

Overview

The remuneration report is presented under the following headings:

1. Key management personnel

The KMP of the Group are those persons who, directly or indirectly, have authority and responsibility for planning, directing and controlling the major activities of the Company and Group. The table below outlines the KMP of the Group and their movements during the financial year.

Name	Position	Term as KMP
Non-Executive Directors		
Mark Lamont	Non-executive Director	Full financial year
Allan Brackin	Non-executive Director	Full financial year
Katherine Ostin	Non-executive Director	Full financial year
Craig Coleman	Non-executive Director	Full financial year
Executive Director		
Matthew Sandblom	Chairman	Full financial year
Other KMP		
Jose Palmero	Chief Executive Officer (CEO)	Full financial year
Adam McArthur	Chief Financial Officer (CFO)	Full financial year
Lynda Pendino	Chief Revenue Officer (CRO)	Full financial year

Adam McArthur held the position of CFO and Lynda Pendino held the position of CRO for the full financial year ended 30 June 2026. Subsequent to 30 June 2026, Adam McArthur transitioned to the role of Chief Commercial Officer - B2B (**"CCO - B2B"**), and Lynda Pendino transitioned to the role of Chief Commercial Officer - B2C (**"CCO - B2C"**), both effective 1 July 2026. Both individuals remain Key Management Personnel of the Company. Jose Palmero assumed external-facing CFO responsibilities in his role as CEO effective 1 July 2026.

The focus of this report is the remuneration arrangements and outcomes for the KMP listed in the table above. It also outlines information about the remuneration policy and arrangements for the Group's senior executive team more broadly.

2. Overview of executive remuneration

Overview of 3P Learning remuneration policy and structures

The People and Culture Committee ("**P&CC**") is responsible for developing, reviewing, making recommendations, and providing assistance and advice to the Board on the remuneration arrangements for the Company's Directors and executives and in relation to key employment policies and practices. The performance of the Group depends on the quality of its Directors and senior executives.

The Company's remuneration philosophy is to attract, retain and motivate exceptional performance and high-quality talent.

The Group's executive reward framework is based on objectives to:
- align senior executive rewards with achievement of strategic objectives and the delivery of shareholder value
- provide competitive remuneration packages that recognise both individual and organisational performance.

The remuneration framework, and any potential changes to that framework, are assessed on the following guiding principles:
- alignment to long-term value creation and strategy
- fairness for all stakeholders
- simple to understand and administer
- motivating to executives
- encouraging of executive ownership and accountability to the Company and its stakeholders.

The P&CC and the Board have structured an executive remuneration framework that is market-competitive; designed to retain and motivate the Company's leadership team; and sets a standard for transparency and good corporate governance.

The determination of non-executive Director and executive remuneration is separately addressed below.

During the financial year the Company did not engage remuneration consultants to advise on remuneration policy or the structure or level of executive remuneration. During the financial year, the fixed and variable remuneration levels and structure of executive KMP remuneration were reviewed. The base salary for the CEO and CRO was increased by 2% in line with a business review. The base salary remuneration for the CFO was increased by 8%. The variable incentives were developed against global financial targets and individual performance metrics to align with strategic plans and measurable targets. The fees for non-executive Directors were maintained at the same level as the prior year, subject only to the increase in statutory superannuation. The fee to the Chairman was also maintained in the same arrangement as the prior year.

Our executive remuneration policy and structures

In light of the Group's remuneration philosophy, the Board considers the levels of fixed (base) remuneration and variable remuneration consisting of Short and Long-Term Incentives. The guiding principles of the remuneration framework are applied when considering the measures and targets for variable remuneration, alongside the Company's strategy and long-term shareholder value. The appropriate performance targets for Short and Long-Term Incentives are reviewed by the P&CC, and approved by the Board for the relevant executives.

Reviews of executive remuneration levels are conducted annually by the P&CC and are approved by the Board as follows:
- The remuneration of the CEO is reviewed by the P&CC to determine the optimal mix between fixed and "at risk" incentive components, and the appropriate measures and performance targets, prior to Board review and approval.
- The remuneration of the CFO, CRO and other non-KMP executives is reviewed by the CEO and P&CC in relation to the appropriate fixed remuneration and performance measures and incentives, and are approved by the Board.

The variable Short-Term Incentive ("STI") and Long-Term Incentive ("LTI") remuneration offered is set out below.

During the financial year end 30 June 2025, the Chairman received remuneration under a services agreement, capped at $100,000 and not including variable STI or LTI remuneration. The Chairman elected to receive a nominal fee of $1 per annum during this period. Effective 1 July 2025, the Chairman's remuneration structure changed to a formal director fee arrangement. The Chairman now receives an annual fee of $125,000, with superannuation contributions.

3P Learning Limited

Remuneration report
30 June 2026

The following sections on remuneration for executive KMP do not apply to the Chairman.

2. Overview of executive remuneration (continued)

Details for each of the individual components for remuneration for executive KMP in both FY26 and FY25 are as follows:

	Fixed	Variable or "At Risk" Performance-Based	
Remuneration Structure	Fixed remuneration *Attracts and retains high performance talent*	STI *Rewards current year performance*	LTI *Rewards longer term sustainable performance*
FY26	• Fixed salary reviewed against benchmarks, market peers and experience • Includes superannuation and salary sacrifice non-monetary benefits	• 25–50% of fixed remuneration at target STI • Focus on Billings and Underlying EBITDA. • Weighting of Group "at target" performance targets: - Billings (up to 60%)* - Underlying EBITDA targets (up to 40%)* * "Stretch targets" can apply. B2B expansion target incentive (CRO only) *Rewards current year performance* • Achieve B2B billings (60%) and Contribution margins (40%) • Up to $104,550	• 25–50% of fixed remuneration at target LTI • Grant of share appreciation rights • Encourage greater executive ownership of the Company, strengthen alignment with long-term growth of the Company

	Fixed	Variable or "At Risk" Performance-Based	
Remuneration Structure	Fixed remuneration *Attracts and retains high performance talent*	STI *Rewards current year performance*	LTI *Rewards longer term sustainable performance*
FY25	• Fixed salary reviewed against benchmarks, market peers and experience • Includes superannuation and salary sacrifice non-monetary benefits	• 25–50% of fixed remuneration at target STI • Focus on Revenue, Underlying EBITDA, key strategic projects and people leadership • Weighting of Group "at target" performance targets: - Revenue (up to 40%)* - Underlying EBITDA targets (up to 40%)* - key strategic projects (up to 20%) - people and culture KPIs (up to 20%). * "Stretch targets" can apply. B2B expansion target incentive (CRO only) *Rewards current year performance* • Improve B2B billings (50%) and contribution margins (50%) • Up to $100,000	• 25–50% of fixed remuneration at target LTI • Grant of share appreciation rights • Encourage greater executive ownership of the Company, strengthen alignment with long-term growth of the Company

3P Learning Limited

Remuneration report

30 June 2026

2. Overview of executive remuneration (continued)

Elements of executive remuneration

Fixed remuneration

The fixed remuneration component consists of base salary, superannuation and other non-monetary benefits and is designed to reflect the executive's scope of their role and responsibilities, their skills, experience and qualification, and individual and Group performance.

The fixed remuneration of the CEO is reviewed by the P&CC annually for performance against annual key performance indicators ("**KPIs**") set at the start of the financial year, as well as available market data including benchmarks to comparable roles in similar companies. The fixed remuneration of the CEO is approved by the Board.

The fixed remuneration of the CFO, CRO and non-KMP executives reporting to the CEO is reviewed by the CEO annually with consultation with the P&CC, and approved by the Board.

During the year, the fixed salary for the CEO and CRO increased by 2% in line with a business review. The fixed salary remuneration for the CFO was increased by 8%.

Performance-based remuneration

The "at risk" performance based remuneration components for eligible Executives and non-KMP executives align reward with the achievement of annual and longer term objectives of the Group, and the optimisation of shareholder value over the short and long term.

Short-Term Incentive

The STI plan provides eligible Executives and non-KMP executives with the opportunity to earn an annual incentive award which is delivered in cash. The key objectives of the STI program are to drive and reward outstanding performance against annual strategic financial and operational performance objectives, promote effective management of capital, and position the Company to continuously achieve in future years.

How is it paid?

100% of an STI award is paid in cash after the assessment of annual performance.

How much can an eligible Executive earn?

Eligible Executives and non-KMP executives have a target STI opportunity of up to 25% of fixed remuneration while the CEO has a target STI opportunity of up to 50% of fixed remuneration.

The FY26 target STI is designed to deliver strong performance and sustainable growth by motivating talent and rewarding performance. Participants have the opportunity to earn up to 100% of the STI target for achieving the target under each KPI.

For performance that significantly exceeds targets, the Board and CEO may consider increasing the target award above 100% (i.e. stretch targets). The Board retains the discretion to adjust STI outcomes up or down to reflect the achievement of results consistent with strategic priorities and alignment with shareholder value.

2. Overview of executive remuneration (continued)

How is performance measured?

The financial performance measures that are set for eligible Executives and non-KMP executives are based on a range of profit, revenue, key strategic project and people leadership targets.

For the current year, the Board considers the financial measures (Billings and Underlying EBITDA) to be appropriate as they are aligned with the Group's objective of delivering profitable growth and improved shareholder returns. No amount is payable unless at least one of the financial metrics is achieved.

Summary of the performance measures and weightings for the "at target" FY26 STI plan:

	Financial year	Billings	Underlying EBITDA
CEO	2026	60%	40%
CFO	2026	60%	40%
CRO	2026	60%	40%
Non-KMP executive	2026	60%	40%

If the participant commenced their role during the financial year, any STI payment that is made will be on a pro rata basis from their commencement date. Staff that are not actively employed at the date of the STI award payment is not eligible to receive the reward.

When is it paid?

The STI award is finalised and paid after the release of the Company's full financial year results in August, following a review of performance over the year against the STI financial and non-financial performance measures by the CEO (and in the case of the CEO, by the Board). The Board approves the final STI award based on the assessment of performance. The STI award is wholly paid in cash within two months after the end of the performance period.

Deferral terms

Payment of STI is not deferred.

B2B expansion target incentive

In addition to the STI opportunity, the CRO is eligible for an additional target incentive award of up to $104,550. Eligibility is based on two performance measures associated with achieving B2B billings and Contribution margins. The timing of payment is consistent with the STI.

Long-Term Incentive

To align with the creation of shareholder value, the Company's LTI Plan aims to reward KMP and non-KMP executives through the allocation of an equity award that is subject to specific performance conditions.

The LTI Plan has been developed with the objectives of aligning exceptional performance with medium to long-term growth and shareholder value. The plan sets the appropriate measures and incentive to drive performance and execution of the Company's strategic goals over that longer term. The LTI Plan provides participants the opportunity to be awarded rights that may be exercised as issued shares subject to a combination of the vesting conditions. Those conditions were determined to be appropriate to align the performance objectives of the Company for growth and shareholder value, while balancing the terms that would attract, motivate and reward talented executives for performance over the performance period.

3P Learning Limited

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30 June 2026

2. Overview of executive remuneration (continued)

How is it paid?

The 3P Learning Equity Incentive Plan Rules ("**Plan Rules**"), the incentive offer and the vesting conditions will determine the number of rights that vest, and how the incentive is paid, to eligible Executives.

During the current year, eligible Executives were granted Share Appreciation Rights ("**SARs**"). Subject to the Plan Rules, and in circumstances where the relevant vesting conditions are met, the eligible Executive can exercise their vested SARs during the Exercise Period to be allocated Company shares.

How much can an eligible Executive earn?

The eligible Executive has a target LTI opportunity of up to 25% of fixed remuneration, while the CEO has a target LTI opportunity of up to 50% of fixed remuneration.

The number of SARs issued was calculated by dividing the dollar value of LTI award opportunity by the value per share appreciation right and was determined by an independent valuer. Subject to the vesting conditions, the value of vested SARs is determined as the growth in share price from the notional exercise price to the share price at the date of exercise. The notional exercise price under the FY26 LTI plan is $0.64.

If the participant commenced their role within the financial year, the LTI opportunity is calculated on a pro rata basis based on their commencement date.

How is performance measured?

3P Learning's long term Equity Plans have been weighted equally between revenue and underlying earnings per share ("**EPS**") targets, and generally had a three-year vesting (performance) period.

The EPS measure under the FY26 LTI Plan is calculated after allowing for underlying adjustments for corporate transaction costs, depreciation and amortisation arising on purchase price accounting, integration costs, non-cash impairment losses, and retention bonuses.

The Board continues to consider the combination of revenue and EPS thresholds form an appropriate balance to ensure that "top line" growth is pursued over the medium to long term, whilst growth in earnings and a focus on shareholder value is maintained in each financial year.

The Board applied performance measures based on the aggregate performance over the three-year performance period for the SARs granted during the financial year under the Plan Rules. The Board considered that using the aggregate performance period (rather than measuring performance in the third year) would create the desired focus on growing shareholder value over the period in the rapidly changing environment of education technology.

The EPS and Group revenue measures for the FY26 LTI SARs are based on:
- aggregate EPS measures over the three-year period of FY26, FY27 and FY28 (50% weighting)
- the Company’s aggregate Group revenue over the three-year period of FY26, FY27 and FY28 (50% weighting).

2. Overview of executive remuneration (continued)

The proportion of SARs that may be awarded on the Company's performance over the aggregate three-year period is determined based on the following:

Performance level	% of Target incentive awards
Below Threshold	nil
Between Threshold and Target	Between 50% and 100%[i]
At Target	100%
Between Target and Maximum	Between 100% and 120%[i]
Maximum	120%

i. Vesting will occur on a straight line basis between two relevant vesting percentages.

In accordance with the Plan Rules and incentive offer, the Board retains discretion to adjust vesting conditions to ensure participants are not subject to a material disadvantage or obtain a windfall gain where there are circumstances which may impact the appropriateness of the original vesting conditions.

When is it paid?

Awards granted under the LTI plan will only vest upon satisfaction of certain vesting conditions that are defined by the Board. The performance measures against each vesting condition are assessed by the Board following the relevant full financial year at the end of the performance period.

Subject to the Plan Rules and once vesting conditions are met, the SARs are vested. Executives can elect to exercise any vested SARs during their exercise period to be issued shares in the Company. The exercise period for the SARs is usually within five years of the original grant date.

Any SARs which do not meet their vesting conditions at the end of the performance period will lapse.

Any shares issued in accordance with the exercise of rights issued under the Plan as described above will rank equally in all respects with other ordinary shares in the Company (except in regard to any rights attaching to such other shares by reference to a record date prior to the date of their allocation or transfer).

Vested SARs that have not been exercised during the exercise period will lapse.

What happens if an eligible Executive leaves?

If an eligible Executive ceases to be an employee of the Company, the following occurs in the applicable circumstances:

SARs have not vested, and:
- the Executive ceases to be an employee of the Company by reason of resignation, dismissal or in any other circumstance determined by the Board to be a "Bad Leaver", all unvested SARs lapse on the date of cessation; or
- the Executive is not a "Bad Leaver", the Board may, in its discretion, determine that all or a portion of the SARs vest immediately or at some future time. If no determination is made, the relevant SARs remain on foot, and are tested and vest on the original vesting date to the extent that the applicable vesting conditions have been met. These SARs are adjusted based on the date of cessation of employment.

SARs have vested, and:
- the Executive's employment ends other than as a result of termination for cause, the Executive has the lesser of 90 days from cessation or the period before the expiry of the vesting period to exercise the SARs; or
- the Executive's employment is terminated for cause, the vested SARs lapse immediately.

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2. Overview of executive remuneration (continued)

Is there a malus and clawback provision?

Yes. The SARs may be forfeited if a "clawback" event occurs during the performance period. Such an event includes circumstances where an Executive has engaged in fraud, dishonesty or gross misconduct; where the financial results that led to the equity award are subsequently shown to be materially misstated; or where the behaviour of a senior Executive brings the Company into disrepute or impacts the Company's long-term financial strength.

What happens if there is a change of control?

Where a change of control event occurs prior to the SARs vesting, the Board may, in its discretion, determine whether all or a number of those rights lapse at the time of the change of control event or at a future point in time, or vest at the time of the change of control event or at a future point in time.

Are eligible Executives entitled to dividends?

No.

3. Performance and Executive remuneration outcomes in FY26

The actual remuneration earned by Executives in FY26 compared with the prior year is set out below. This provides shareholders with a view of the remuneration actually paid to these executives for performance in FY26 and the value of the LTIs that vested during the period if applicable.

Overview of Company performance

The table below shows the Group's performance history, the Company's share price and the effect on shareholder value over the past five financial years.

Financial year	**2026**	2025	2024	2023	2022
Revenue ($'m)	**104.12**	108.89	109.95	106.90	97.20
Underlying EBITDA ($'m)(i)	**19.49**	15.55	12.00	15.86	13.10(ii)
Statutory EPS (cents)	**3.62**	0.08	(20.77)	2.30	(0.19)
Share price ($) 30 June	**0.30**	0.65	1.00	1.10	1.24
Share buy-back ($'m)(iii)	-	-	4.45	-	-

i. Underlying EBITDA represents earnings before interest, tax, depreciation and amortisation, excluding unrealised foreign exchange losses and gains, corporate advisory costs, restructure and integration costs, buy-back of distributor rights, gain on bargain purchase, impairment losses, deferred contract costs on buy-back of distributor rights arising prior to the buy-back in the previous financial year and the DGTO claim recognised in FY26 but related to FY25 expenditure.

ii. Unrealised foreign exchange gains and losses were previously included in Underlying EBITDA in FY22. The unrealised foreign exchange gains and losses are excluded from Underlying EBITDA in FY23 and the FY22 comparative year has been restated.

iii. In FY24, the Group initiated an on-market share buy-back program up to a maximum value of $10.0 million which commenced on 23 August 2023. The buy-back was for a period of 12 months, ended 22 August 2024. The Group considers the acquisition of shares at prevailing prices to be effective capital management, while retaining financial flexibility to fund accretive organic and inorganic opportunities as part of our growth strategy. As at 30 June 2024, the Group had bought back 3,577,648 shares worth $4.5 million, excluding transaction costs.

3. Performance and Executive remuneration outcomes in FY26 (continued)

Executive remuneration

Details of statutory remuneration (Australian Accounting Standards (AAS)) for Executive KMP, for the years ended 30 June 2026 and 30 June 2025 are set out below:

	Salary $	Cash bonus[i] $	Other[ii] $	Post employment benefits (superannuation) $	Accounting value of LTI awards and additional incentives[iii] $	Termination payments $	Other long-term benefit[ii] $	Total $	Performance related %	Equity based %
Current Executive KMP										
Matthew Sandblom (Chairman)[vi]										
2026	**125,000**	**-**	**-**	**15,000**	**-**	**-**	**-**	**140,000**	**0%**	**0%**
2025	1	-	-	-	-	-	-	1	0%	0%
Jose Palmero, CEO										
2026	**552,287**	**116,457**	**10,859**	**30,000**	**23,901**	**-**	**14,989**	**748,493**	**19%**	**3%**
2025	540,938	185,533	8,356	29,932	146,791	-	16,256	927,806	36%	16%
Adam McArthur, CFO[iv]										
2026	**370,000**	**40,000**	**13,569**	**30,000**	**12,750**	**-**	**-**	**466,319**	**11%**	**3%**
2025	207,393	37,132	1,948	18,690	9,833	-	-	274,996	17%	4%
Lynda Pendino, CRO										
2026	**388,200**	**41,820**	**25,557**	**30,000**	**9,070**	**-**	**(24,565)**	**470,082**	**11%**	**2%**
2025	380,625	111,500	17,148	29,932	48,156	-	437	587,798	27%	8%
Total remuneration for current executive KMP										
2026	**1,435,487**	**198,277**	**49,985**	**105,000**	**45,721**	**-**	**(9,576)**	**1,824,894**	**13%**	**3%**
2025	1,128,957	334,165	27,452	78,554	204,780	-	16,693	1,790,601	30%	11%
Former Executive KMP										
Anton Clowes, Former CFO[v]										
2026	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
2025	129,087	-	3,901	16,963	(45,885)	143,965	-	248,031	0%	0%

i. Cash STI and B2B expansion target incentive awards are paid after the end of the financial year to which it relates but is allocated to the earning year.
ii. Based on the requirements of accounting standards, other and other long-term benefits represent the net movement of annual leave and long service leave entitlements respectively.
iii. The accounting value of LTI awards and additional incentives is the calculated movement in the value of the FY22-FY26 plans.
iv. Adam McArthur was appointed as CFO on 18 November 2024. The CFO's salary and other benefits where applicable were proportioned for the year ended 30 June 2025.
v. Anton Clowes ceased to be CFO on 18 November 2024. His salary and other benefits where applicable were proportioned.
vi. Matthew Sandblom received fees for service under a consultancy services agreement in FY25, and in FY26 he received director fees.

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3. Performance and Executive remuneration outcomes in FY26 (continued)

In line with general market practice, a (non-AAS) presentation of remuneration with respect to the FY26 and FY25 reporting periods is provided in the table below, to give shareholders a more informative picture of actual remuneration outcomes within the financial year. The table below represents the total cash remuneration paid to Executive KMP during FY26 and FY25.

	Salary[(i)] $	Cash bonus[(ii)] $	Other[(iii)] $	Post-employment benefits (super-annuation) $	LTI and additional incentives exercised[(iv)] $	Termination payments $	Total remuneration $
Current Executive KMP							
Matthew Sandblom (Chairman)[(v)]							
2026	**125,000**	**-**	**-**	**15,000**	**-**	**-**	**140,000**
2025	1	-	-	-	-	-	1
Jose Palmero, CEO							
2026	**552,287**	**185,533**	**-**	**30,000**	**-**	**-**	**767,820**
2025	540,938	-	-	29,932	-	-	570,870
Adam McArthur, CCO - B2B[(vi)]							
2026	**370,000**	**37,132**	**-**	**30,000**	**-**	**-**	**437,132**
2025	207,393	-	-	18,690	-	-	226,083
Lynda Pendino, CRO - B2C							
2026	**388,200**	**111,500**	-	**30,000**	-	-	**529,700**
2025	380,625	6,035	-	29,932	-	-	416,592
Total remuneration for current executive KMP					-		
2026	**1,435,487**	**334,165**	-	**105,000**	-	-	**1,874,652**
2025	1,128,957	6,035	-	78,554	-	-	1,213,546
Former Executive KMP							
Anton Clowes, Former CFO[(vii)]							
2026	**-**	**-**	**-**	**-**	**-**	**-**	**-**
2025	129,087	-	48,554	16,963	-	143,965	338,569

i. The salary is aligned with the salary in the statutory remuneration table.
ii. Cash STI and B2B expansion target incentives is paid in the outlined financial year however the payment relates to the result of the previous financial year.
iii. Other represents the amount of annual leave paid out on cessation of employment.
iv. As an outcome of the Group's performance, 50% of the FY23 LTI award to the Executive vested in FY26. The LTI will be paid in equity settled awards, and will be shown when exercised by the individual at the prevailing price and adjusted for any change in value up until the point of exercise.
v. Matthew Sandblom received fees for service under a consultancy services agreement in FY25, and in FY26 he received director fees.
vi. Adam McArthur was appointed as CFO on 18 November 2024.
vii. Anton Clowes ceased to be CFO on 18 November 2024.

3. Performance and Executive remuneration outcomes in FY26 (continued)

Short-term incentives

STI for the 2026 financial year

The target STI opportunity for the financial year ended 30 June 2026 was an amount equal to 25% for eligible Executives' fixed remuneration and 50% in the case of the CEO.

Who are the participants of the STI?

The CEO, CFO and CRO are members of KMP who participated in the STI Program for FY26. As at 30 June 2026, there were two other non-KMP executives that were also participants, bringing the total number of senior executive participants to five. Specific information relating for the STI component for the CEO, CFO and CRO for FY26 is set out below.

Executive KMP	Position/Title[i]	Actual STI payment	Accrued STI payment	% of Target STI payable
Jose Palmero	CEO	185,533	116,457	40%
Adam McArthur	CFO	37,132	40,000	40%
Lynda Pendino	CRO	61,500	41,820	40%

i. On 22 June 2026, the Group announced changes to its senior leadership structure. Adam McArthur, who served as CFO for the full financial year ended 30 June 2026, transitioned to the role of CCO - B2B, effective 1 July 2026. Lynda Pendino, who served as CRO for the full financial year ended 30 June 2026, transitioned to the role of CCO - B2C, effective 1 July 2026.

CEO Performance measure	FY26 - At Target	FY26 Performance[i]	% of Target incentive award[ii]	Weighting
Billings	$113.5m	Not met	0%	60%
Underlying EBITDA[iii]	$15.6m	Met	100%	40%

CFO Performance measure	FY26 - At Target	FY26 Performance[i]	% of Target incentive award[ii]	Weighting
Billings	$113.5m	Not met	0%	60%
Underlying EBITDA[iii]	$15.6m	Met	100%	40%

CRO Performance measure	FY26 - At Target	FY26 Performance[i]	% of Target incentive award[ii]	Weighting
Billings	$113.5m	Not met	0%	60%
Underlying EBITDA[iii]	$15.6m	Met	100%	40%

i. The Underlying EBITDA targets for the CEO, CFO and CRO were achieved. However, the billings targets were not achieved, therefore the incentive targets were not awarded for this performance measures.
ii. This is based on the "at target" metrics outlined under "How much can an eligible Executive earn?" discussed earlier in this report.
iii. Underlying EBITDA represents earnings before interest, tax, depreciation and amortisation, excluding unrealised foreign exchange losses and gains, corporate advisory costs, restructure and integration costs, gain on bargain purchase, impairment losses, deferred contract costs on buy-back of distributor rights arising prior to the buy-back in the previous financial year and the DGTO claim recognised in FY26 but related to FY25 expenditure.

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3. Performance and Executive remuneration outcomes in FY26 (continued)

B2B expansion target incentive for the 2026 financial year

In addition to the STI opportunity, the CRO is eligible for an additional target incentive award of up to $105k. Eligibility is based on two performance measures associated with achieving B2B billings and Contribution margins. Both measures must be met in full for the executive to be eligible to receive the award. Since the FY26 performance targets were partially met, no incentive payment is payable.

Long-term Incentives

Who are the participants of the LTI?

The CEO, CFO, CRO and other non-KMP executives are eligible to participate in the LTI plan. As at 30 June 2026, there are five participants.

Performance conditions and disclosure of targets

The publication of prospective revenue and EPS targets for future performance periods would require the disclosure of commercially sensitive information. Accordingly, the Company will not disclose prospective targets but will disclose historic targets and the Company's performance against those targets. The hurdles for the SARs granted in FY26 will be disclosed in August 2028 after the applicable performance period.

2024 LTI Award – Performance condition outcomes

The grant of SARs under the Company's LTI plan was made in FY24, with performance conditions to be tested with respect to the audited FY24, FY25 and FY26 full year results (the "**FY24 LTI Years**").

The EPS and Group revenue performance measures each account for 50% of the vesting conditions of the SARs.

The EPS in relation to the SARs granted under the Company's FY24 LTI plan is referring to statutory EPS adjusted for amortisation related to purchase price accounting, corporate advisory costs, costs associated with the buy-back of distribution rights during the relevant period, impairment losses and restructure and integration costs.

The outcomes for the relevant revenue and EPS targets are assessed based on the financial results for the FY24 LTI Years. A number of SARs will vest as an outcome of the Company's FY24 LTI Years and the following outcomes relate to the LTI grants awarded in FY24:

Performance measure	Cumulative target	FY24 LTI Years outcome	Outcome	% of Target incentive awarded	Weighting
Revenue	$383m	$323m	Not met	0%	50%
EPS	$0.133	$0.115	Met	50%	50%

The participants of the FY24 LTI plan were eligible to achieve the award of 1,319,882 SARs in aggregate. As an outcome of the FY24 LTI Years, 274,975 SARs will be vested and 1,044,908 will be forfeited after reporting period.

During the exercise period the difference between the market price and the notional exercise price of the Company's shares multiplied by the number of vested SARs validly exercised will determine the value of the Company's shares issued to the plan participant. The notional exercise price of the SARs awarded under the FY24 LTI is $1.12. Vested rights that are not exercised during the exercise period will lapse.

3. Performance and Executive remuneration outcomes in FY26 (continued)

2023 LTI Award

As at 30 June 2026, there are 710,712 SARs that were vested last year from the FY23 LTI Plan on foot. The notional exercise price of the SARs under this plan is $1.25, and following a review it was confirmed that the five-year exercise period applies and ends on 17 October 2027.

2022 LTI Award

As at 30 June 2026, there are 733,317 SARs that were vested and 110,347 SARs was forfeited last year from the FY22 LTI Plan on foot. The notional exercise price of the SARs under this plan is $1.35, and following a review it was confirmed that the five year exercise period applies and ends on 6 February 2027.

Additional payments awarded in FY26

No additional payments were awarded in FY26 to current executive KMP.

4. Non-executive Directors' remuneration

Fees and payments to non-executive Directors reflect the demands which are made on, and the responsibilities of, the Directors. To preserve independence and impartiality, non-executive Directors do not receive performance-related compensation and are not eligible to participate in the Company’s equity incentive plan. Non-executive Directors have not been granted or issued equity as part of their remuneration.

ASX listing rules require the aggregate non-executive Directors’ remuneration be determined periodically by a general meeting. The most recent determination was in 2017 when shareholders set the aggregate remuneration at $900,000 per annum for the non-executive Directors. Board and committee fees, as well as statutory superannuation contributions made on behalf of the non-executive Directors, are included in the aggregate fee pool.

The table below shows the structure and level of non-executive Director fees (exclusive of superannuation) for the financial years ended 30 June 2026 and 30 June 2025.

Fee applicable	Financial year	Chair $	Member $
Board	**2026**	**185,000**	**95,000**
	2025	185,000	95,000
Audit and risk committee	**2026**	**20,000**	**10,000**
	2025	20,000	10,000
People and culture committee	**2026**	**20,000**	**10,000**
	2025	20,000	10,000

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4. Non-executive Directors' remuneration (continued)

Non-executive Director remuneration in 2026 and 2025

Details of the remuneration for the non-executive Directors for the financial years ended 30 June 2026 and 30 June 2025 are set out below.

Name	Financial year	Fees and allowances $	Post-employment benefits $	Total $
Current non-executive Directors				
Mark Lamont	**2026**	**125,000**	**15,000**	**140,000**
	2025	121,936	14,023	135,959
Katherine Ostin	**2026**	**125,000**	**15,000**	**140,000**
	2025	125,000	14,375	139,375
Allan Brackin	**2026**	**115,000**	**13,800**	**128,800**
	2025	115,000	13,225	128,225
Belinda Rowe(i)	**2026**	**-**	**-**	**-**
	2025	47,737	5,490	53,227
Craig Coleman(ii)	**2026**	**95,000**	**-**	**95,000**
	2025	1	-	1
Total remuneration for current non-executive Directors	**2026**	**460,000**	**43,800**	**503,800**
	2025	409,674	47,113	456,787

i. Belinda Rowe ceased to be a Director on 20 November 2024. The remuneration is therefore proportioned.
ii. Craig Coleman elected to receive nominal remuneration during the financial year 2025 and transitioned to a service agreement in the financial year 2026.

5. Service agreements

Non-executive Directors do not have fixed term contracts with the Company. On appointment to the Board, all non-executive Directors enter into a service agreement with the Company in the form of a letter of appointment. The letter summarises the Board policies and terms, including compensation. Non-executive Directors retire by whichever is the longer period: the third annual general meeting following their appointment or the third anniversary date of appointment. They may then be eligible for re-election.

During the reporting period, the Chairman Matthew Sandblom held oversight of the areas of Strategy and Product among various management initiatives.

Under the Chairman's letter of appointment, there is no fixed term as Director. The Chairman retires, and may be eligible for re-election, at the third annual general meeting following his appointment.

During the financial reporting period, Matthew received remuneration of up to $125,000 per annum plus superannuation for his role in Strategy and Product. His remuneration as Chairman is reviewed by the People & Culture Committee and approved by the Board. His Service Agreement ended on 31 August 2025, under which he was previously entitled in the prior financial year, he was entitled to $300 per hour and up to $100,000 per annum (plus GST), however he elected not to receive remuneration and received a nominal payment of $1.

5. Service agreements (continued)

Other executive KMP have entered into ongoing employment agreements setting out their duties and remuneration. Details of the CEO's, CFO's and CRO's minimum notice period under these agreements are as follows:

Name	Position held(ii)	Contract effective date	Terms of agreement	Notice period(i)
Jose Palmero	CEO	28 May 2021	Ongoing	6 months
Adam McArthur	CFO	18 November 2024	Ongoing	3 months
Lynda Pendino	CRO	1 May 2024	Ongoing	3 months

i. The Company may also terminate the employment contracts by making a payment in lieu of notice. In the event of serious misconduct or other specific circumstances warranting summary dismissal, the Company may terminate the employment contracts immediately by written notice and without payment in lieu of notice.
ii. On 22 June 2026, the Group announced changes to its senior leadership structure. Adam McArthur, who served as CFO for the full financial year ended 30 June 2026, transitioned to the role of CCO - B2B, effective 1 July 2026. Lynda Pendino, who served as CRO for the full financial year ended 30 June 2026, transitioned to the role of CCO - B2C, effective 1 July 2026.

6. Share-based compensation

Issue of shares

No shares were issued to Directors or any other KMP as part of compensation during the year ended 30 June 2026.

Share Appreciation Rights

The Company issued 3,271,931 SARs to KMP and other non-KMP executives during the year ended 30 June 2026. No additional SARs have been granted to any KMP since the end of the reporting period. No SARs have been issued to NEDs to date.

Name	Number	Accounting grant date	Accounting fair value	Exercise price(i)	Vesting date	Expiry date
Jose Palmero	1,397,492	24 September 2025	$0.25	$0.00	August 2028	If vested, 5 years from Grant Date
Adam McArthur	480,005	24 September 2025	$0.25	$0.00	August 2028	If vested, 5 years from Grant Date
Lynda Pendino	501,840	24 September 2025	$0.25	$0.00	August 2028	If vested, 5 years from Grant Date

i. There is a nil exercise price. The value of the shares allocated is based on the number of SARs validly exercised multiplied by the difference between the market price of the shares at the date of exercise and the notional exercise price $0.64 in accordance with the FY26 LTI plan.

Performance Rights and Options

No performance rights or options were issued to KMP during the year ended 30 June 2026 and no performance rights or options have been granted to any KMP since the end of the reporting period.

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7. Additional disclosures relating to KMP

Shareholding

The number of shares in the Company held during the financial year by each Director and other members of KMP of the Group, including their personally related parties, is set out below:

Ordinary shares	Balance at beginning of year	Received as part of remuneration	Additions	Disposals/ other	Balance at end of year
Non-executive Directors					
Mark Lamont	-	-	150,000	-	150,000
Allan Brackin	322,895	-	100,000	-	422,895
Katherine Ostin	-	-	48,183	-	48,183
Craig Coleman(i)	54,300,428	-	-	-	54,300,428
Executive KMP					
Matthew Sandblom(ii)	136,384,479	-	5,290,027		141,674,506
Jose Palmero(iii)	-	-	-	-	-
Adam McArthur	-	-	-	-	-
Lynda Pendino(iv)	-	-	-	-	-

i. The balance at the start of the year reflects his indirect interest held through Viburnum Funds Pty Ltd of which he is shareholder and Director, and/or Viburnum Funds Pty Ltd related entities.
ii. Interests in shares are held indirectly. Refer to the ASX Appendix 3Y for the nature of the interests held.
iii. No holding in shares or interests in shares through entities he controls. Jose is a unitholder of the BeL Unit Trust, whose holding in shares is disclosed to the ASX by the Executive Chairman.
iv. No holding in shares or interests in shares through entities she controls. Lynda is a unitholder of the BeL Unit Trust.

Other share-based holdings

The number of SARs held during the financial year by each Director and other members of KMP of the Group, including their personally related parties, is set out below:

Executive KMP	Award	Balance at beginning of year	Rights granted	Expired/ forfeited/ lapsed(i)	Balance at end of year	Vested(i)
Jose Palmero	SARs	2,924,068	1,397,492	(365,499)	3,956,061	742,294
Adam McArthur	SARs	245,843	480,005	-	725,848	-
Lynda Pendino	SARs	970,041	501,840	(114,001)	1,357,880	231,525

i. As an outcome of the Group's performance during FY25, 50% of the FY23 LTI award to the executive vested in FY25, and the other 50% lapsed in FY25. In the number of SARs disclosed, the 'vested' SARs refer to those eligible to be exercised until their expiry (lapse).

8. Other transactions with KMP and their related parties

Payment for publishing and distribution services

Since FY21 the Group has entered into a Publishing and Distribution Agreement with Kalaci Pty Ltd (trading as Pascal Press) ("Kalaci"), a company which both Matthew Sandblom and Jose Palmero have a beneficial economic interest. Under the agreement, Kalaci receives a share of the net receipts received by Blake from orders placed by Blake customers, and Blake receives a share of the net receipts received by Kalaci from its sales of various Blake products to Kalaci customers. The terms of the agreement were negotiated at the time of the Blake acquisition in May 2021. In May 2026, 3P Learning NZ Limited and Kalaci entered into a Publishing and Distribution agreement for workbook sales relating to the New Zealand Ministry of Education contract. Under the agreement Kalaci will be responsible for the printing and distribution of all the workbooks sold. 3P Learning NZ Limited will pay Kalaci for the services rendered. At 30 June 2026, no invoices were raised between the two entities relating to this transaction. During the year, an expense of $193,439 was incurred and income of $186,573 was earned in relation to existing services. As at 30 June 2026, $24,041 was receivable in relation to these services.

Payment for office management and personnel services

The Group completed the services under the Transition Services Agreement with Kalaci commencing in May 2021. For certain necessary services identified, an office management and personnel services agreement was entered in November 2023. Common services, utilities and personnel shared in the operations at the Company's head office in Leichhardt have been reviewed. During the year, an expense of $298,887 was incurred and income of $77,799 was earned in relation to these services. As at 30 June 2026, $7,381 was receivable and $22,906 was payable in relation to these services.

Lease of office premise from Matthew Sandblom

The Group leases an office premise at 655 Parramatta Road, Leichhardt NSW 2040, from Matthew Sandblom. Presently the lease continues on a month-to-month basis under the original terms of the lease. The lease was negotiated at the time of the Blake acquisition. An independent valuation was completed in August 2025 to determine the market rent of $360,000 per annum, and further ensured the lease is at a comparable market rate at the time of renegotiation. During the year, an expense of $409,100 was paid and $936,958 was payable as at 30 June 2026. The amount payable represents the lease liability outstanding as at 30 June 2026.

Payment for software licence fees

The Group has a commercial agreement with ClickView, a company that operates a video technology platform and of which Matthew Sandblom is a shareholder. Under the agreement, the Group is granted a licence to use ClickView's video storage, management and delivery technology to deliver 3P Learning Limited products. This arrangement was on foot prior to 3P Learning Limited's acquisition of Blake in May 2021, and remains ongoing. During the year, an expense of $94,626 was incurred in relation to these services.

Payment for consultancy services from Matthew Sandblom

In the prior year, the Group entered a consultancy agreement to engage Matthew Sandblom for his services to the Company. The agreement ended on 31 August 2025.

This concludes the remuneration report, which has been audited.

Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the Directors of 3P Learning Limited

I declare that, to the best of my knowledge and belief, in relation to the audit of the financial report of 3P Learning Limited for the financial year ended 30 June 2026 there have been:

i. no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and

ii. no contraventions of any applicable code of professional conduct in relation to the audit.

KPMG

Kristen Peterson

Partner

Sydney

25 August 2026

3P Learning Limited

Consolidated statement of profit or loss and other comprehensive income

For the year ended 30 June 2026

	Note	2026 $ '000	2025 $ '000
Revenue	3	**104,115**	108,885
Other income	4	**8,767**	191
Total revenue and other income		**112,882**	109,076
Expenses			
Administrative expenses	5	**(2,698)**	(5,654)
Corporate advisory costs		**(331)**	(208)
Deferred contract costs	11	**(6,338)**	(7,611)
Depreciation and amortisation expense	6	**(11,604)**	(10,634)
Employee benefits expense	20	**(49,982)**	(54,004)
Gain on bargain purchase	36	**-**	234
Impairment losses	14	**(434)**	-
Marketing expenses	7	**(16,671)**	(16,160)
Occupancy expenses		**(493)**	(482)
Professional fees		**(2,745)**	(2,938)
Restructure and integration costs		**(1,612)**	(1,946)
Technology costs		**(9,293)**	(9,504)
Total operating profit		**10,681**	169
Interest income calculated using the effective interest method		**266**	280
Finance costs		**(264)**	(545)
Profit/(loss) before income tax for the year		**10,683**	(96)
Income tax (expense)/benefit	8	**(816)**	306
Profit after income tax for the year		**9,867**	210
Other comprehensive (loss)/income			
Items that will be reclassified to profit or loss			
Foreign currency translation		**(501)**	701
Other comprehensive (loss)/income for the year, net of tax		**(501)**	701
Total comprehensive income for the year		**9,366**	911

		Cents	Cents
Basic earnings per share	9	**3.62**	0.08
Diluted earnings per share	9	**3.62**	0.08

The accompanying notes form part of these financial statements.

3P Learning Limited

Consolidated statement of financial position
As at 30 June 2026

	Note	2026 $ '000	2025 $ '000
Assets			
Current assets			
Cash and cash equivalents	26	**9,521**	8,505
Trade and other receivables	10	**16,159**	6,560
Inventories		**342**	388
Deferred contract costs	11	**906**	1,453
Other assets	12	**8,892**	6,493
Income tax receivables	8	**27**	183
Total current assets		**35,847**	23,582
Non-current assets			
Plant and equipment	13	**567**	913
Intangible assets	14	**144,723**	151,529
Right-of-use assets	15	**1,465**	934
Deferred contract costs	11	**12**	108
Other assets	12	**95**	191
Deferred tax assets	8	**21,367**	21,784
Total non-current assets		**168,229**	175,459
Total assets		**204,076**	199,041
Liabilities			
Current liabilities			
Trade and other payables	16	**7,195**	8,696
Contract liabilities	17	**37,279**	42,258
Lease liabilities	15	**668**	615
Provisions	18	**4,437**	4,343
Income tax payables	8	**154**	91
Other liabilities	19	**436**	-
Total current liabilities		**50,169**	56,003
Non-current liabilities			
Contract liabilities	17	**1,097**	1,387
Lease liabilities	15	**829**	269
Provisions	18	**763**	845
Other liabilities	19	**1,251**	-
Total non-current liabilities		**3,940**	2,501
Total liabilities		**54,109**	58,504
Net assets		**149,967**	140,537
Equity			
Issued capital	23	**212,135**	212,135
Reserves	24	**9,002**	9,627
Accumulated losses		**(71,170)**	(81,225)
Total equity		**149,967**	140,537

The accompanying notes form part of these financial statements.

3P Learning Limited

Consolidated statement of changes in equity
For the year ended 30 June 2026

	Issued capital $ '000	Reserves $ '000	Accumulated losses $ '000	Total equity $ '000
Balance at 1 July 2025	**212,135**	**9,627**	**(81,225)**	**140,537**
Profit after income tax benefit for the year	**-**	**-**	**9,867**	**9,867**
Other comprehensive loss for the year, net of tax	**-**	**(501)**	**-**	**(501)**
Transactions with owners in their capacity as owners				
Transfer of lapsed rights	**-**	**(188)**	**188**	**-**
Share-based payment transactions	**-**	**64**	**-**	**64**
Balance at 30 June 2026	**212,135**	**9,002**	**(71,170)**	**149,967**

	Issued capital $ '000	Reserves $ '000	Accumulated losses $ '000	Total equity $ '000
Balance at 1 July 2024	212,135	8,670	(81,435)	139,370
Profit after income tax benefit for the year	-	-	210	210
Other comprehensive income for the year, net of tax	-	701	-	701
Transactions with owners in their capacity as owners				
Share-based payment transactions	-	256	-	256
Balance at 30 June 2025	212,135	9,627	(81,225)	140,537

The accompanying notes form part of these financial statements.

3P Learning Limited

Consolidated statement of cash flows

For the year ended 30 June 2026

	Note	2026 $ '000	2025 $ '000
Cash flows from operating activities:			
Receipts from customers		**101,295**	108,866
Payments to suppliers and employees		**(89,655)**	(93,688)
Interest received		**266**	280
Interest and other finance costs paid		**(264)**	(545)
Income taxes paid		**(349)**	(668)
Payments for corporate advisory, restructure and integration costs		**(2,290)**	(1,670)
Net cash from operating activities	27	**9,003**	12,575
Cash flows from investing activities:			
Payment for purchase of business, net of cash acquired(i)	36	**-**	(892)
Purchase of plant and equipment	13	**(160)**	(401)
Payments for intangibles	14	**(4,026)**	(4,401)
Investment in term deposits(ii)	12	**(3,000)**	-
Proceeds of holding deposit	12	**-**	125
(Investment in)/proceeds from restricted cash(iii)	12	**(39)**	1,014
Net cash used in investing activities		**(7,225)**	(4,555)
Cash flows from financing activities:			
Repayment of lease liabilities	27	**(671)**	(791)
Proceeds from borrowings		**2,500**	10,000
Repayment of borrowings		**(2,500)**	(11,000)
Net cash used in financing activities		**(671)**	(1,791)
Effects of exchange rate changes on cash and cash equivalents		**(91)**	306
Net increase in cash and cash equivalents held		**1,016**	6,535
Cash and cash equivalents at beginning of year		**8,505**	1,970
Cash and cash equivalents at end of financial year	26	**9,521**	8,505

i. In the prior year, net cash paid for business combination of $0.9 million comprises of $1.2 million payment to the shareholder of LiteracyPlanet and acquired cash balances of $0.3 million; refer to note 36.

ii. Term deposits has been classified as other assets; refer to note 12.

iii. Restricted cash has been classified as other assets; refer to note 12.

The accompanying notes form part of these financial statements.

1 General information

The consolidated financial statements cover 3P Learning Limited as a Group consisting of 3P Learning Limited (the "**Company**" or "**parent entity**") and the entities it controlled at the end of, or during, the financial year (collectively referred to as the "**Group**").

3P Learning Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

655 Parramatta Road
Leichhardt NSW 2040

A description of the nature of the Group's operations and its principal activities are included in the Directors' report, which is not part of the consolidated financial statements.

Each of the entities within the Group prepare their financial statements based on the currency of the primary economic environment in which the entity operates (functional currency). The consolidated financial statements are presented in Australian dollars which is the parent entity’s functional and presentation currency.

The consolidated financial statements were authorised for issue, in accordance with a resolution of Directors on 25 August 2026. The Directors have the power to amend and reissue the consolidated financial statements.

Comparatives are consistent with prior years, unless otherwise stated.

The accounting policies adopted by the Company are stated in order to assist in a general understanding of the financial statements. The principal accounting policies adopted in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

1.1 Basis of preparation

These general purpose consolidated financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ("AASB") and the *Corporations Act 2001* (Cth), as appropriate for for-profit oriented entities. These consolidated financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IASB").

Historical cost convention

The consolidated financial statements have been prepared under the historical cost convention.

Critical accounting estimates

The preparation of the consolidated financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in note 1.3.

Net current asset deficiency

As at 30 June 2026, the Group was in a net current liability position of $14.3 million (2025: $32.4 million) of which $37.3 million (2025: $42.3 million) are contract liabilities that are expected to be recognised as revenue in the next financial year with no further cash outflows to the Group. As at 30 June 2026, management has assessed the Group's ability to meet its obligations, continue its operations and realise its assets in the ordinary course of business and determined that the financial statements continue to be prepared on a going concern basis.

3P Learning Limited

Notes to the consolidated financial statements
For the year ended 30 June 2026

1.2 Material accounting policies

In accordance with the *Corporations Act 2001* (Cth), these consolidated financial statements present the results of the Group only. Supplementary information about the parent entity is disclosed in note 34.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of 3P Learning Limited as at 30 June 2026 and the results of all subsidiaries for the year then ended.

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position, and statement of changes in equity of the Group. Losses incurred by the Group are attributed to the non-controlling interest in full, even if that results in a deficit balance.

Where the Group loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The Group recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent, unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability that is not borrowing with covenants is classified as current when: it is either expected to be settled in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

The Group adopted Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants - Amendments to IAS 1, as issued in 2020 and 2022, for borrowing with covenants.

Deferred tax assets and liabilities are always classified as non-current.

1.2 Material accounting policies (continued)

Goods and services tax ("GST")

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

Rounding of amounts

The Company is of a kind referred to ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2026/183. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

New accounting standards and interpretations issued but not yet effective

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory have not been early adopted by the Group for the annual reporting period ended 30 June 2026. The adoption of these Accounting Standards and Interpretations is not expected to have any significant impact on the Group's consolidated financial statements.

AASB 18 Presentation and Disclosure in Financial Statements was issued in June 2024 and replaces AASB 101 Presentation of Financial Statements. The new standard introduces new requirements for the consolidated statement of profit or loss and other comprehensive income. The new standard is effective for annual periods beginning on or after 1 January 2027 and will first apply to the Group for the financial year ending 30 June 2028.

The standard introduces new requirements for the presentation and disclosure of information in general purpose financial statements, including:

- a new structure for the statement of profit or loss, including the classification of income and expenses into operating, investing and financing categories
- new mandatory subtotals, including operating profit and profit before financing and income taxes.
- enhanced requirements for the aggregation and disaggregation of information.
- additional disclosure requirements for management-defined performance measures.
- amendments to the classification of interest and dividends in the statement of cash flows.

This new standard is not expected to have an impact on the recognition and measurement of assets, liabilities, income and expenses. However, there will likely be changes in how the consolidated statement of profit or loss and other comprehensive income and the consolidated statement of financial position line items are presented as well as some additional disclosures in the notes to the financial statements. The Group is in the process of assessing the impact of the new standard.

New or amended Accounting Standards and Interpretations adopted

The Group has adopted all of the new or amended Accounting Standards and Interpretations issued by AASB that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Group.

3P Learning Limited

Notes to the consolidated financial statements
For the year ended 30 June 2026

1.3 Critical accounting estimates and judgements

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the consolidated financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management based its judgements, estimates and assumptions on historical experience and on other factors, including expectations of future events which management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below:

Judgements:
- Lease extension options: refer to note 15

Estimates and assumptions:
- Other income: refer to note 4
- Recovery of deferred tax assets: refer to note 8
- Goodwill: refer to note 14
- Product development costs: refer to note 14
- Business combinations: refer to note 36

2 Operating segments

Identification of reportable segments

The Group is organised into two operating segments based on end users or customers: Business-to-School ("**B2B**") and Business-to-Consumer ("**B2C**"). Items not attributable to individual segments are shown as Corporate expenses. These operating segments are based on the internal reports that are reviewed and used by the Board of Directors ("**Board**") and Chief Executive Officer (who are identified as the Chief Operating Decision Makers ("**CODM**")) in assessing performance and in determining the allocation of resources. The CODM review Underlying EBITDA which represents earnings before interest, tax, depreciation and amortisation, excluding unrealised foreign exchange losses and gains, corporate advisory costs, restructure and integration costs, buy-back of distributor rights, gain on bargain purchase, impairment losses, deferred contract costs on buy-back of distributor rights arising prior to the buy-back in the previous financial year and Digital Games Tax Offset (**"DGTO"**) claim recognised in FY26 but related to FY25 expenditure.

Other than the underlying adjustments above, the accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the consolidated financial statements. The information reported to the CODM is on a monthly basis. The CODM do not regularly review segment assets and segment liabilities. Refer to the consolidated statement of financial position for assets and liabilities.

Products and services

Refer to note 3 for information on the Group's products and services.

Major customers

There are no major customers that contributed more than 10% of revenue to the Group recognised for the year ended 30 June 2026 or 30 June 2025.

Operating segment information

30 June 2026	B2B $ '000	B2C $ '000	Total Segment $ '000	Corporate $ '000	Total Group $ '000
Revenue					
Sales to external customers	60,543	43,572	104,115	-	104,115
Other income	144	40	184	8,583	8,767
Total revenue and other income	**60,687**	**43,612**	**104,299**	**8,583**	**112,882**
Underlying EBITDA[(i)]	**10,306**	**8,289**	**18,595**	**898**	**19,493**
Corporate advisory costs					(331)
Deferred contract cost on buy-back of distributor rights					(580)
Depreciation and amortisation expenses					(11,604)
Impairment losses					(434)
Restructure and integration costs					(1,612)
Unrealised foreign exchange gain					1,056
DGTO FY25 claim recognised in FY26					4,693
Total operating profit					10,681
Interest income					266
Finance costs					(264)
Profit before income tax expense					10,683
Income tax expense					(816)
Profit after income tax expense					**9,867**

3P Learning Limited

Notes to the consolidated financial statements
For the year ended 30 June 2026

2 Operating segments (continued)

Operating segment information (continued)

30 June 2025	B2B $ '000	B2C $ '000	Total Segment $ '000	Corporate $ '000	Total Group $ '000
Revenue					
Sales to external customers	65,492	43,393	108,885	-	108,885
Other income	136	55	191	-	191
Total revenue and other income	**65,628**	**43,448**	**109,076**	**-**	**109,076**
Underlying EBITDA(i)	**10,231**	**7,775**	**18,006**	**(2,457)**	**15,549**
Deferred contract cost on buy-back of distributor rights					(1,549)
Corporate advisory costs					(208)
Depreciation and amortisation expenses					(10,634)
Gain on bargain purchase					234
Restructure and integration costs					(1,946)
Unrealised foreign exchange loss					(1,277)
Total operating profit					169
Interest income					280
Finance costs					(545)
Loss before income tax benefit					(96)
Income tax benefit					306
Profit after income tax benefit					210

i. Underlying EBITDA represents earnings before interest, tax, depreciation and amortisation, excluding unrealised foreign exchange losses and gains, corporate advisory costs, restructure and integration costs, gain on bargain purchase, impairment losses, deferred contract costs on buy-back of distributor rights arising prior to the buy-back in the previous financial year and the DGTO claim recognised in FY26 but related to FY25 expenditure.

Material accounting policy - operating segment

Operating segments are presented on the same basis as the internal reports provided to the CODM. The CODM are responsible for the allocation of resources to operating segments and assessing their performance.

3 Revenue

Revenue from contracts with customers is disaggregated into the following categories:

	2026 $ '000	2025 $ '000
Licence fees	**99,007**	104,105
Copyright licence fees	**3,087**	3,385
Other revenue	**2,021**	1,395
Total revenue	**104,115**	108,885

Revenue by geographic regions		
Asia-Pacific (APAC)	**55,309**	58,230
North and South America (AMER)	**29,204**	29,853
Europe, Middle East and Africa (EMEA)	**19,602**	20,802
Total revenue	**104,115**	108,885

The relationship between the disaggregated revenue information set out above and the segment information is explained below:

The segment revenue disclosed in note 2 and the disaggregated revenue information in note 3 is based on the end users or customers. The Group's main revenue generating activity is the worldwide sale of online educational programs via licence fees and the sale of these products are recognised over time within licence fees.

The Group generates licence fees in the B2B and B2C operating segments. Copyright licence fees and ancillary revenue streams are generated only in the B2B operating segment. Other revenue includes the sale of workbooks, ebooks and professional learning in the B2B and B2C operating segments.

Licence fees are recognised over time. All other revenue streams are recognised at a point in time.

The revenue recognised in the year that was included in the contract liabilities balance at the beginning of the period was $42.2 million (2025: $42.3 million). Contract liabilities are generally incurred at the beginning of the contract period. Refer to note 17 for details on contract liabilities.

3P Learning Limited

Notes to the consolidated financial statements
For the year ended 30 June 2026

3. Revenue (continued)

Material accounting policy - revenue recognition

Revenue from contracts with customers

Revenue is recognised at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the Group: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the "expected value" or "most likely amount" method, depending on which method the Group expects to better predict the amount of consideration it will receive.

The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are initially recognised as contract liabilities in the form of a separate refund liability.

Revenue where performance obligations are not met is recognised as contract liabilities. The current contract liabilities are revenue expected to be recognised within one year. A majority of the non-current contract liabilities are expected to be recognised within three years. Refer to note 17.

Licence fees

The Group recognises revenue pursuant to software licence agreements upon the provision of access to its customers of the Group’s intellectual property as it exists at any given time during the period of the licence. Revenue is therefore recognised over the duration of the agreement or for as long as the customer has been provided access, when it is probable that the Group will collect the consideration in exchange for access to the software licence specified in the agreements.

Copyright licence fee

Copyright licence fee revenue is earned in relation to the Group's material and resources when they are reproduced by third parties. Revenue is recognised when the Group's entitlement is assessed by the copyright agency.

Other revenue

Other revenue comprises workbooks sales and other sundry income. Revenue is recognised at the point of sale when control of the goods is transferred to the customer.

4 Other income

	2026	2025
	$ '000	$ '000
DGTO FY25 claim recognised in FY26	**4,693**	-
DGTO FY26 claim	**3,890**	-
Other income	**184**	191
Total other income	**8,767**	191

DGTO is a government support program administered by the Office for the Arts designed to encourage game development in Australia by providing a tax offset which can be claimed within the Group's income tax return. This claimed amount is based on eligible game development expenditure incurred during the tax year, applying the 30% offset rate prescribed under the Digital Games Tax Offset scheme rules.

The calculation was determined using payroll data and allocation methodology as follows:

- Product and software development staff costs have been extracted from the Group's payroll system and allocated to eligible game development products based on cost centre allocations.
- Payroll costs (salaries, wages, superannuation, and related on-costs) allocated to eligible game development activities represent the primary component of estimated eligible expenditure.
- Costs clearly identified as ineligible have been excluded from the calculation.

DGTO is a non-repayable government grant. The grant is recognised in profit or loss on a systematic basis over the periods in which the entity recognises as expenses the related costs for which the grant is intended to compensate.

The DGTO is claimed on eligible salary costs incurred in the development of eligible products. A portion of eligible salary costs are capitalised as intangible assets and amortised over the asset's useful life. The treatment of the underlying expenses effects the recognition of revenue as follows:

- Immediate recognition: Grant amounts attributable to non-capitalised costs (expensed in the period incurred) are recognised in profit or loss immediately as they are incurred.
- Deferred recognition: Grant amounts attributable to capitalised salary costs are deferred and recognised in profit or loss systematically over the amortisation period of the related intangible gaming assets, matching the pattern of expense recognition.

The Group recognised $5.5 million ($4.7 million immediately recognised and $0.8 million deferred) relating to the DGTO for eligible expenditure incurred in the prior year. The certificate of approval was received during the year ended 30 June 2026, confirming the Group's eligibility for the claim amount based on substantiated game development expenditure.

The Group has recognised an estimated DGTO of $4.8 million ($3.9 million immediately recognised and $0.9 million deferred) for the year ended 30 June 2026. This amount represents management's best estimate of the Group's expected DGTO entitlement, pending certification by the Office for the Arts. The accrual remains subject to adjustment upon receipt of the final certificate. The final approved amount may differ from this estimate.

The grant relating the FY25 submission was not received by 30 June 2026. Both the FY25 receivable amount and the FY26 estimate have been classified as in other receivables. Refer to note 10.

Material accounting policy - other income

Other income comprises income from sources other than the Group's core business operations. This includes interest income, government grants and offsets, and gains on asset disposal. Other income is recognised when it is received or when the right to receive payment is established.

3P Learning Limited

Notes to the consolidated financial statements
For the year ended 30 June 2026

4 Other income (continued)

Material accounting policy - other income (continued)

Government grants

Government grants are recognised as other income in profit or loss when the conditions for receipt have been satisfied and the amount can be reliably measured, unless the grant relates to a specific asset. Grants that compensate the Group for expenses incurred are recognised in profit or loss as other income on a systematic basis in the periods in which the related expenses are recognised, unless conditions for receiving the grant are met after the related expenses have been recognised. In this case, the grant is recognised as other income when it becomes receivable. For grants related to the Group's research and development activities, including the DGTO, the Group recognises the grant as other income when it is probable that the Group will comply with the scheme conditions and the amount can be reliably measured based on eligible expenditure incurred.

Critical accounting judgements, estimates and assumptions - DGTO

The recognition of DGTO income requires a degree of estimation and judgement. It is based on eligible game development salary costs, grouped by capitalised versus expensed, and makes assumptions to allocate the offset across immediate and deferred recognition. These assumptions include product eligibility assessment, and department allocation methodology, and final approval by the Office for the Arts. The DGTO income is recognised based on the information available at the time of preparation. The actual approved amount and timing may be higher or lower than estimated.

5 Administrative expenses

	2026 $ '000	2025 $ '000
Bad debts provision	**55**	125
Copyright agency fees	**506**	560
Insurance expenses	**426**	465
Merchant fees	**962**	895
Net foreign exchange (gain)/loss	**(1,118)**	1,454
Other operating expenses	**1,453**	1,461
Travel expenses	**414**	694
Total administrative expenses	**2,698**	5,654

6 Depreciation and amortisation expenses

	2026 $ '000	2025 $ '000
Amortisation of other intangible assets	**4,745**	3,220
Amortisation of other intangible assets from business combinations	**5,650**	5,982
Depreciation of right-of-use assets	**746**	820
Depreciation of plant and equipment	**463**	612
Total depreciation and amortisation expenses	**11,604**	10,634

7 Marketing expenses

	2026 $ '000	2025 $ '000
Advertising expenses	**15,039**	14,162
Other marketing expenses	**1,632**	1,998
Total marketing expenses	**16,671**	16,160

Notes to the consolidated financial statements

For the year ended 30 June 2026

8 Taxation

8.1 The major components of tax income comprise:

	2026 $ '000	2025 $ '000
Current tax		
Income tax - current year	**363**	860
Income tax - recognised in current tax for prior years	**36**	(21)
Deferred tax		
Origination and reversal of temporary differences	**697**	(1,283)
Deferred tax - recognised in deferred tax for prior year	**(280)**	138
Total income tax expense/(benefit)	**816**	(306)

Reconciliation of income tax to accounting profit:

	2026 $ '000	2025 $ '000
Profit/(loss) before income tax	**10,683**	(96)
Statutory tax rate	**30.0%**	30.0%
Tax expense/(benefit) at the statutory tax rate	**3,205**	(29)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Non-deductible expenses	**416**	579
Impact of foreign tax rates	**(587)**	(643)
Non-assessable income	**(2,575)**	(210)
Foreign exchange fluctuations	**(74)**	92
Current year tax benefit not recognised	**675**	-
Assessed losses recognised	**-**	(212)
	1,060	(423)
Adjustments in respect of current income tax for the prior year	**(244)**	117
Income tax expense/(benefit)	**816**	(306)

Tax losses not recognised relating to various tax jurisdictions

	2026 $ '000	2025 $ '000
Unused tax losses for which no deferred tax asset has been recognised	**30,554**	28,262
Potential tax benefit at statutory tax rates	**9,166**	8,556

Unrecognised tax benefits consists of $8.4 million unused capital losses on disposal of investments (2025: $8.4 million). No expiry dates are applicable to the unused tax losses.

Material accounting policy - income tax expense/(benefit)

The income tax expense or benefit for the year is the tax payable on that year's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior years, where applicable.

3P Learning Limited

Notes to the consolidated financial statements
For the year ended 30 June 2026

8 Taxation (continued)

8.2 Current tax assets/(liabilities)

	2026 $ '000	2025 $ '000
Income tax receivables	**27**	183
Income tax payables	**(154)**	(91)

Material accounting policy - current tax assets/(liabilities)

Current tax is the amount of income taxes payable/(recoverable) in respect of the taxable profit/(loss) for the year and is measured at the amount expected to be paid to/(recovered from) the taxation authorities, using the tax rates and laws that have been enacted or substantively enacted by the end of the reporting period. Current tax liabilities/(assets) are measured at the amounts expected to be paid to/(recovered from) the relevant taxation authority.

Critical accounting judgements, estimates and assumptions - current tax assets/(liabilities)

The Group is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on the Group's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the year in which such determination is made.

8.3 Deferred tax assets/(liabilities)

30 June 2026	Opening balance $ '000	Charged to income $ '000	Additions through business combination $ '000	Closing balance $ '000
Deferred tax assets/(liabilities)				
Accrued expenses	**5,400**	**(1,240)**	**-**	**4,160**
Contract liabilities	**9,225**	**(1,334)**	**-**	**7,891**
Intangibles	**(1,150)**	**3,094**	**-**	**1,944**
Lease liabilities	**203**	**137**	**-**	**340**
Plant and equipment	**7**	**93**	**-**	**100**
Research and development credits	**4,336**	**175**	**-**	**4,511**
Right-of-use assets	**(202)**	**(128)**	**-**	**(330)**
Deferred expenses	**(414)**	**166**	**-**	**(248)**
Unrealised foreign exchange fluctuation	**744**	**(587)**	**-**	**157**
Assessed losses recognised	**3,635**	**(793)**	**-**	**2,842**
Balance at 30 June 2026	**21,784**	**(417)**	**-**	**21,367**

8 Taxation (continued)

8.3 Deferred tax assets/(liabilities) (continued)

30 June 2025	Opening balance $ '000	Charged to income $ '000	Additions through business combination $ '000	Closing balance $ '000
Deferred tax assets/(liabilities)				
Accrued expenses	**6,795**	**(1,438)**	**43**	**5,400**
Contract liabilities	**9,990**	**(1,086)**	**321**	**9,225**
Intangibles	**(3,339)**	**2,543**	**(354)**	**(1,150)**
Lease liabilities	**416**	**(213)**	**-**	**203**
Plant and equipment	**(89)**	**96**	**-**	**7**
Research and development credits	**4,229**	**107**	**-**	**4,336**
Right-of-use assets	**(400)**	**198**	**-**	**(202)**
Deferred expenses	**(867)**	**453**	**-**	**(414)**
Unrealised foreign exchange fluctuation	**339**	**405**	**-**	**744**
Assessed losses recognised	**3,555**	**80**	**-**	**3,635**
Balance at 30 June 2025	**20,629**	**1,145**	**10**	**21,784**

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following:

	2026 $ '000	2025 $ '000
Tax losses	**675**	-
Total unrecognised deferred tax assets	**675**	-

Management has elected not to recognise additional tax losses until the Group can utilise the current tax assets.

Material accounting policy - deferred tax

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits;
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future; or
- The Group has also adopted Deferred Tax related to Asset and Liabilities arising from a Single Transaction (Amendments to AASB 112).

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Previously unrecognised deferred tax assets are recognised to the extent that it has become probable that there are future taxable profits available to recover the asset.

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8 Taxation (continued)

Material accounting policy - deferred tax (continued)

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

3P Learning Limited (the "**head entity**") and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under the tax consolidation regime.

Research and development rebates

Research and development rebates are credited against tax expense and are not treated as revenue.

Critical accounting judgements, estimates and assumptions - recovery of deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and tax losses only if the Group considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

9 Earnings per share

Reconciliation of earnings to profit or loss

	2026 $ '000	2025 $ '000
Profit after income tax	**9,867**	210
Earnings used to calculate basic earnings per share (EPS)	**9,867**	210

Weighted average number of ordinary shares outstanding during the year used in calculating basic EPS

	2026 No.	2025 No.
Weighted average number of ordinary shares used in calculating basic EPS	**272,906,522**	272,906,522
Weighted average number of ordinary shares used in calculating dilutive EPS	**272,906,522**	272,906,522

Basic and diluted EPS

	2026 Cents	2025 Cents
Basic earnings per share	**3.62**	0.08
Diluted earnings per share	**3.62**	0.08

Material accounting policy - earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to the owners of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

9 Earnings per share (continued)

Material accounting policy - earnings per share (continued)

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of additional ordinary shares that would have been outstanding assuming conversion of all dilutive potential ordinary shares.

10 Trade and other receivables

	2026	2025
	$ '000	$ '000
Trade receivables	**5,770**	6,434
Less: Allowance for expected credit losses	**(37)**	(45)
Total trade receivables	**5,733**	6,389
Other receivables	**10,426**	171
Total current trade and other receivables	**16,159**	6,560

The carrying value of trade receivables is considered a reasonable approximation of fair value due to the short-term nature of the balances.

The Group has recognised a loss of $0.1 million (2025: $0.1 million) in profit or loss in respect of changes in the expected credit losses provision of receivables for the year ended 30 June 2026.

Other receivables include $5.5 million in respect of the approved FY25 DGTO claim and $4.8 million in respect of the estimated FY26 DGTO claim. Refer to note 4 for details.

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivables in the consolidated financial statements.

Allowance for expected credit losses

30 June 2026	Expected credit loss rate	Carrying amount $ '000	Allowance for expected credit losses $ '000
Not overdue	**0.4%**	**4,257**	**16**
Less than 3 months overdue	**0.2%**	**1,235**	**2**
3 to 6 months overdue	**0.6%**	**85**	**1**
More than 6 months overdue	**9.4%**	**193**	**18**
Total		**5,770**	**37**

30 June 2025	Expected credit loss rate	Carrying amount $ '000	Allowance for expected credit losses $ '000
Not overdue	0.4%	4,795	17
Less than 3 months overdue	0.1%	1,199	1
3 to 6 months overdue	0.9%	75	1
More than 6 months overdue	7.1%	365	26
Total		6,434	45

3P Learning Limited

Notes to the consolidated financial statements
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10 Trade and other receivables (continued)

Each subsidiary has a specific expected credit loss rate, based on the future expectations of the region. The movement in percentages of expected loss rates changed due to a change in the composition of aged receivables in each subsidiary. The rates shown in the table above represent the consolidated effective credit loss rate for the year and the change from prior year reflects a change in the distribution of aged receivables across different subsidiaries.

Movements in the allowance for expected credit losses are as follows:

	2026	2025
	$ '000	$ '000
Opening balance	**45**	36
Additional provision raised	**55**	125
Amounts written off	**(63)**	(116)
Closing balance	**37**	45

Material accounting policy - trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

The Group has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

Trade and other receivables is derecognised when, and only when, the contractual rights to the cash flows from the trade and other receivables expire or are transferred, or control of the asset is not retained, or substantially all of the risks and rewards of ownership of the trade and other receivables are transferred to another party. On derecognition, the difference between the carrying amount and the sum of consideration received is recognised in profit or loss.

Accounting judgements, estimates and assumptions - allowance for expected credit losses

The allowance for expected credit losses assessment requires a degree of estimation and judgement. It is based on the lifetime expected credit loss, grouped based on days overdue, and makes assumptions to allocate an overall expected credit loss rate for each group. These assumptions include recent sales experience, historical collection rates, and forward-looking information that is available. The allowance for expected credit losses is calculated based on the information available at the time of preparation. The actual credit losses in future years may be higher or lower.

11 Deferred contract costs

	2026	2025
	$ '000	$ '000
Current assets		
Deferred contract costs	**906**	1,453
Non-current assets		
Deferred contract costs	**12**	108
Total deferred contract costs	**918**	1,561

11 Deferred contract costs (continued)

Reconciliation of deferred contract costs

	2026 $ '000	2025 $ '000
Opening balance	**1,561**	3,098
Additions	**5,695**	6,074
Deferred contract costs	**(6,338)**	(7,611)
Closing balance	**918**	1,561

Material accounting policy - deferred contract costs

Deferred contract costs represent capitalised distributor commissions and service provider costs incurred to obtain customer contracts. When those costs support the delivery of goods and services in the future and are expected to be recovered, they are deferred in the statement of financial position and expensed on a basis consistent with the transfer of goods and services to which these costs relate. The Group expenses deferred contract costs over the term that reflects the expected period of the benefit.

Material accounting policy - costs to obtain a contract

The Group has elected to apply the optional practical expedient for sales commissions paid to employees for contracts obtained from external customers in relation to B2B sales. This allows the Group to immediately expense sales commissions (included under employee expenses) because the amortisation period of the asset that the Group otherwise would have used is one year or less.

12 Other assets

	2026 $ '000	2025 $ '000
Current assets		
Prepayments	**2,505**	3,133
Holding deposit	**222**	234
Restricted cash	**3,165**	3,126
Term deposits	**3,000**	-
Total current assets	**8,892**	6,493
Non-current assets		
Prepayments	**95**	191

Restricted cash refers to security deposits held by Westpac Banking Corporation and National Australia Bank in relation to merchant banking facilities.

Term deposits refer to the Group's investment held by National Australia Bank with original terms exceeding three months. These deposits are not restricted from withdrawal and have been classified as other assets.

3P Learning Limited

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13 Plant and equipment

	Furniture and fittings $ '000	Office equipment $ '000	Computer equipment $ '000	Total $ '000
Year ended 30 June 2026				
Opening balance	**289**	**83**	**541**	**913**
Additions	**8**	**-**	**152**	**160**
Disposals	**-**	**(28)**	**-**	**(28)**
Depreciation expenses	**(72)**	**(29)**	**(362)**	**(463)**
Foreign exchange movements	**(2)**	**(2)**	**(11)**	**(15)**
Closing balance	**223**	**24**	**320**	**567**

Year ended 30 June 2026				
Cost	**579**	**139**	**2,113**	**2,831**
Accumulated depreciation	**(356)**	**(115)**	**(1,793)**	**(2,264)**
Balance at the end of the year	**223**	**24**	**320**	**567**

	Furniture and fittings $ '000	Office equipment $ '000	Computer equipment $ '000	Total $ '000
Year ended 30 June 2025				
Opening balance	413	107	656	1,176
Additions	27	10	364	401
Additions through acquisition of entity	-	10	-	10
Disposals	(64)	(16)	-	(80)
Depreciation expenses	(91)	(32)	(489)	(612)
Foreign exchange movements	4	4	10	18
Closing balance	289	83	541	913

Year ended 30 June 2025				
Cost	581	194	2,007	2,782
Accumulated depreciation	(292)	(111)	(1,466)	(1,869)
Balance at the end of the year	289	83	541	913

13 Plant and equipment (continued)

Material accounting policy - plant and equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of plant and equipment over their expected useful lives as follows:

Furniture and fittings	Three to seven years
Computer equipment	Two to three years
Office equipment	Three to five years

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

An item of plant and equipment is derecognised upon disposal or when there is no future economic benefit to the Group. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

Accounting judgements, estimates and assumptions - estimation of useful lives of assets

The Group determines the estimated useful lives and related depreciation and amortisation charges for its plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated, or technically obsolete or non-strategic assets have been abandoned or sold.

14 Intangible assets

	Patents and trademarks	Intellectual property	Customer contracts and distributor relationships	Copyright	Goodwill	Product development	Total
	$ '000	$ '000	$ '000	$'000	$ '000	$ '000	$ '000
Year ended 30 June 2026							
Opening balance	616	337	2,872	-	132,532	15,172	151,529
Additions	1	194	-	455	-	3,376	4,026
Disposals	(3)	-	-	-	-	-	(3)
Amortisation expenses	(89)	(150)	(439)	-	-	(9,717)	(10,395)
Impairment loss	-	-	-	-	-	(434)	(434)
Closing balance	525	381	2,433	455	132,532	8,397	144,723
Year ended 30 June 2026							
Cost	778	1,191	9,023	455	177,052	50,870	239,369
Accumulated amortisation and impairment	(253)	(810)	(6,590)	-	(44,520)	(42,473)	(94,646)
Balance at the end of the year	525	381	2,433	455	132,532	8,397	144,723

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14 Intangible assets (continued)

	Patents and trademarks	Intellectual property	Customer contracts and distributor relationships	Copyright	Goodwill	Product development	Total
	$ '000	$ '000	$ '000	$ '000	$ '000	$ '000	$ '000
Year ended 30 June 2025							
Opening balance	276	315	2,373	-	132,532	19,438	154,934
Additions	43	205	-	-	-	4,153	4,401
Additions through business combinations	348	-	833	-	-	215	1,396
Amortisation expenses	(51)	(183)	(334)	-	-	(8,634)	(9,202)
Closing balance	616	337	2,872	-	132,532	15,172	151,529
Year ended 30 June 2025							
Cost	777	997	9,023	-	177,052	47,494	235,343
Accumulated amortisation and impairment	(161)	(660)	(6,151)	-	(44,520)	(32,322)	(83,814)
Balance at the end of the year	616	337	2,872	-	132,532	15,172	151,529

Impairment testing of intangible assets - current financial year

The goodwill acquired through business combinations has been allocated to the following cash-generating units ("**CGU**"):

	2026	2025
	$ '000	$ '000
B2B	**89,784**	89,784
B2C	**42,748**	42,748
Total	**132,532**	132,532

There was no movement in Goodwill during the year ended 30 June 2026. No additions were made and no impairment was recorded. Goodwill acquired through business combinations is allocated to the lowest level within the entity at which the goodwill is monitored, being the two cash-generating units, B2B and B2C.

Goodwill is tested for impairment on an annual basis. The recoverable amount of the B2B and B2C CGUs was determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on the FY27 Board-approved budget and a five-year forward plan to FY31. Cash flows beyond the five-year period are extrapolated using estimated growth rates. The assumptions and growth rates applied are detailed in the sections below.

For the financial year ended 30 June 2026, the recoverable amount of each CGU is greater than its carrying value, and therefore the goodwill amounts allocated are not considered to be impaired.

Value in use recoverable amount calculation of the CGUs

In assessing the value in use recoverable amounts, the estimated future cash flows are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

14 Intangible assets (continued)

Key estimates and judgments:

	2026 $ '000	2025 $ '000
B2B segment		
Compound annual growth rate in billings (years 1-5)	**5.1%**	4.8%
Compound annual growth rate in expenses (years 1-5)	**1.7%**	2.2%
Discount rate (post tax)	**14.2%**	12.5%
Discount rate (pre tax)	**19.8%**	16.7%
Terminal growth rate	**2.5%**	2.5%
B2C segment		
Compound annual growth rate in billings (years 1-5)	**3.5%**	4.8%
Compound annual growth rate in expenses (years 1-5)	**2.3%**	4.0%
Discount rate (post tax)	**14.2%**	12.5%
Discount rate (pre tax)	**20.6%**	17.1%
Terminal growth rate	**2.5%**	2.5%

Sensitivity of key assumptions

Management have made judgements and estimates in respect of impairment testing of goodwill. The recoverable amounts determined using the value in use approach for the two CGUs are most sensitive to the following key assumptions:

- Billings growth
- Expense growth
- Discount rates
- Terminal growth rates
- Digital Games Tax Offset
- New Zealand Ministry of Education contract

Billings growth

Billings projections have been constructed with reference to the FY26 results, the FY27 Board-approved budget and a five-year forward plan to FY31. The earlier years are estimated through specific billing assumptions based on the current customer base, region and platform, including the New Zealand Ministry of Education contract for the B2B segment and growth in the US Homeschool market for the B2C segment. The years thereafter are based on expected future growth rates.

Expense growth

Management forecasts operating costs based on the current structure of the business following the headcount reduction completed by 30 June 2026, adjusted for inflationary increases but not reflecting further unplanned future restructuring or cost-saving measures.

Discount rates

The discount rate is calculated based on the weighted average cost of capital ("**WACC**"). The WACC considers both debt and equity. The cost of equity is derived from the expected return on investments by the CGU's investors. The cost of debt is derived from the interest rate of the Group's loan facility.

3P Learning Limited

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14 Intangible assets (continued)

Sensitivity of key assumptions (continued)

Terminal growth rate

The terminal growth rate was determined based on management's estimate of the long-term compounded annual EBITDA growth rate, consistent with the assumptions that a market participant would make.

Digital Games Tax Offset (DGTO)

The Digital Games Tax Offset ("DGTO") is a 30% refundable tax offset available under Division 378 of the Income Tax Assessment Act 1997 (Cth) on qualifying Australian development expenditure. The DGTO is legislated as a permanent measure with no sunset clause. Management has included expected DGTO cash receipts as an operating cash inflow within the five-year discounted cash flow for FY27 to FY30 for both the B2B and B2C CGUs, allocated based on the value of product development included in the claim. DGTO receipts have not been included in the terminal year cash flow, as the ongoing availability of the offset beyond the five-year forecast period cannot be assessed with sufficient certainty to include in a perpetuity cash flow. The inclusion of DGTO receipts increases the value in use recoverable amounts of both CGUs relative to a calculation excluding this cash inflow. For details on the DGTO claim amounts related to the prior and current years, refer to note 4.

New Zealand Ministry of Education contract

The value in use recoverable amount calculation for the B2B CGU includes cash inflows from the New Zealand Ministry of Education ("NZ MoE") mathematics study material tender continuing into the terminal year. The current contract period runs for three years to Calendar 2029, with an option to extend for a further two years. Management has assumed the NZ MoE relationship continues beyond the current contract term for the purposes of the terminal year cash flow, based on 3P Learning's eligibility to reapply for the tender at the conclusion of the contract period and the embedded, multi-year value the products create once adopted by schools. In the event of the tender not being renewed or extended at the conclusion of the current contract period and the Group fails to maintain ongoing customer relationships and billings, the cash inflows assumed in the terminal year would not be realised, which would reduce the value in use recoverable amount of the B2B CGU and result in a potential impairment of the B2B CGU's goodwill.

B2B sensitivity - reasonably possible changes of assumptions and billings sensitivity

The B2B CGU has headroom of $5.5 million based on a post-tax discount rate of 14.2% and a terminal growth rate of 2.5%. The sensitivity of headroom to changes in key assumptions is as follows:

Post-tax discount rate (terminal growth rate held constant at 2.5%):
- Increase of 0.5 percentage points (to 14.7%): headroom reduces to $2.3 million
- Increase of 1.0 percentage point (to 15.2%): impairment of $0.5 million

Terminal growth rate (post-tax discount rate held constant at 14.2%):
- Decrease of 1.0 percentage point (to 1.5%): headroom reduces to $1.4 million

Combined adverse movement:
- Post-tax discount rate increase of 1.0 percentage point and terminal growth rate decrease of 1.0 percentage point: impairment of $3.9 million

Compound annual growth rate (post-tax discount rate held constant at 14.2% and terminal growth rate held constant at 2.5%):
- Decrease in billings of 1.0 percentage point (to 4.12%): Impairment of $4.9 million
- Increase in expenses of 1.0 percentage point (to 2.67%): Impairment of $3.0 million

Excluding the DGTO for FY27-FY30 results in impairment of $5.1 million and excluding cashflows attributed to the NZ MoE from the terminal year results in a $10.1 million impairment.

14 Intangible assets (continued)

Sensitivity of key assumptions (continued)

B2C sensitivity - reasonably possible changes of assumptions and billings sensitivity

For the B2C CGU, any reasonable possible change in the key assumptions on which the recoverable amount is based would not cause the CGU's carrying amount to exceed its recoverable amount.

Impairment of other non-financial assets

Other than as set out below in respect of the Reading Flyers project, no indicators of impairment were identified in respect of other non-financial assets during the year ended 30 June 2026.

In the current year, management determined that the Group would not continue with its development of Reading Flyers project for strategic reasons. Although there is an intention to re-purpose elements of the content and program development for other products, the scope and timing of any re-use could not be reliably determined. Accordingly, the capitalised development costs $0.4 million relating to Reading Flyers were fully impaired and written off during the year end 30 June 2026.

Material accounting policy - intangible assets

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

Internally generated intangible assets, excluding capitalised development costs, are not capitalised and an expense is recognised in the statement of comprehensive income in the year in which the expenditure is incurred.

Goodwill

Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

Product development

Research costs are expensed in the year in which they are incurred. Costs incurred for the development of software code that enhances, modifies, or creates additional capability to existing controlled systems, and meets the definition and recognition criteria, are recognised as intangible software assets. Development costs are capitalised when it is probable that the project will be a success considering its commercial and technical feasibility; the Group is able to use or sell the asset; the Group has sufficient resources and intent to complete the internal development and their costs can be measured reliably. Capitalised development costs are amortised on a straight-line basis over the period of their expected benefit, being their finite useful life of three years. Amortisation of the asset begins when development is complete and the asset is available for use. Capitalised development costs, including acquired product development, are amortised on a straight-line basis over the period of the expected benefit, being their finite useful life of three to five years.

3P Learning Limited

Notes to the consolidated financial statements
For the year ended 30 June 2026

14 Intangible assets (continued)

Material accounting policy - intangible assets (continued)

Intellectual property

Significant costs associated with acquired intellectual property rights are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life of up to five years.

Patents and trademarks

Significant costs associated with patents and trademarks are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite useful life of three to 10 years.

Customer contracts and distributor relationships

Customer contracts and distributor relationships acquired are amortised over the period in which the related benefits are expected to be realised, being their finite useful life of between one and two years for customer contracts and five years for distributor relationships. Customer contracts acquired in the Brightpath acquisition are amortised over 12 years and four years for the ones acquired in the LiteracyPlanet acquisition.

Copyright

Costs associated with copyright assets relating to the development of workbook content for the New Zealand Ministry of Education are capitalised and amortised on a straight-line basis over the period of their expected benefit, being their finite useful life of five years.

Material accounting policy - impairment of non-financial assets

Goodwill is not subject to amortisation and is tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

Critical accounting judgements, estimates and assumptions - goodwill

The Group tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill has suffered any impairment. The recoverable amounts of cash generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

Critical accounting judgements, estimates and assumptions - impairment of non-financial assets other than goodwill

The Group assesses the impairment of non-financial assets other than goodwill at each reporting date by evaluating conditions specific to the Group and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves assessing the value of the asset at fair value less costs of disposal and using value-in-use models which incorporate a number of key estimates and assumptions.

14 Intangible assets (continued)

Critical accounting judgements, estimates and assumptions - product development costs

The Group capitalises development costs for a project in accordance with the accounting policy. Initial capitalisation of costs is based on management's judgement that technological and economic feasibility is confirmed. In determining the amounts to be capitalised, as with the nature of Software-as-a-Service delivery model, key judgements are required in determining whether incremental product enhancements will provide additional future economic benefit.

15 Leases

The Group as a lessee

The Group leases office premises under agreements of between one to six years with, in some cases, options to extend. The leases have various escalation clauses. On renewal, the terms of the leases are renegotiated. The Group also leases office equipment under agreements of between one to three years.

15.1 Reconciliation of right-of-use assets

	Office premises $ '000	Office equipment $ '000	Total $ '000
Year ended 30 June 2026			
Opening balance	**876**	**58**	**934**
Depreciation expenses	**(708)**	**(38)**	**(746)**
Lease modification	**1,227**	**63**	**1,290**
Exchange differences	**(13)**	**-**	**(13)**
Closing balance	**1,382**	**83**	**1,465**

	Office premises $ '000	Office equipment $ '000	Total $ '000
Year ended 30 June 2025			
Opening balance	1,862	100	1,962
Depreciation expenses	(778)	(42)	(820)
Additions	139	-	139
Lease modification	(383)	-	(383)
Exchange differences	36	-	36
Closing balance	876	58	934

For other AASB 16 lease-related disclosures, refer to the following:
- Consolidated statement of cash flows for repayment of lease liabilities
- Note 6 for details of amortisation expenses
- Note 15.2 for details of lease liabilities at the beginning and end of the reporting period
- Note 27 for the total cashflows related to leases
- Note 28 for the maturity analysis of lease liabilities.

Material accounting policy - right-of-use assets

The determination of whether a contract or part of a contract is or contains a lease is based on the substance of the arrangement at inception date. It will be considered as a lease if it conveys the right to use an asset (the underlying asset) for a period in exchange for consideration.

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15 Leases (continued)

Material accounting policy - right-of-use assets (continued)

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the Group expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of-use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The Group has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred. Refer to note 15.2.

15.2 Lease liabilities

	2026	2025
Current liabilities	**$ '000**	**$ '000**
Lease liabilities	**668**	615
Non-current liabilities		
Lease liabilities	**829**	269
Total lease liabilities	**1,497**	884

Refer to note 28 for maturity analysis of lease liabilities.

The following are the amounts recognised in profit or loss:

	2026	2025
	$ '000	**$ '000**
Depreciation of right-of-use assets	**746**	820
Interest expense on lease liabilities	**77**	98
Expenses relating to short-term leases	**8**	20
Total amounts recognised in profit or loss	**831**	938

Material accounting policy - lease liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable; variable lease payments that depend on an index or a rate; amounts expected to be paid under residual value guarantees; exercise price of a purchase option when the exercise of the option is reasonably certain to occur; and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term or certainty of a purchase option; and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of-use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

15.2 Lease liabilities (continued)

Material accounting policy - lease liabilities (continued)

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

Critical accounting judgments, estimates and assumptions - lease liabilities

The Group assesses at the lease commencement date whether it is reasonably certain to exercise the extension options if these options are available. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control. Management included renewal options in the lease terms for office leases where it is reasonably certain the options will be exercised due to its plan of operations.

16 Trade and other payables

	2026	2025
	$ '000	$ '000
Trade payables	**2,820**	2,471
GST payable	**62**	167
Accrued expenses	**3,940**	5,593
Other payables	**373**	465
Total trade and other payables	**7,195**	8,696

Material accounting policy - trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Trade and other payables is derecognised when, and only when, the obligation specified in the contract is discharged, cancelled or expires. Trade and other payables is also derecognised when its terms are modified and the cash flows of the modified liability are substantially different, in which case, a new financial liability based on modified terms is recognised at fair value. On derecognition of trade and other payables, the difference between the carrying amount extinguished or transferred to another party and the consideration paid, including any non-cash asset transferred or liabilities assumed, is recognised in profit or loss.

17 Contract liabilities

	2026	2025
Current liabilities	$ '000	$ '000
Contract liabilities	**37,279**	42,258
Non-current liabilities		
Contract liabilities	**1,097**	1,387
Total contract liabilities	**38,376**	43,645

Contract liabilities represent income billed in advance from the contracts with customers pertaining to licence revenue which is recognised over the period of the licence. During the prior year, contract liabilities of $1.1 million were acquired from the business combination (refer note 36).

3P Learning Limited

Notes to the consolidated financial statements
For the year ended 30 June 2026

17 Contract liabilities (continued)

Material accounting policy - contract liabilities

Contract liabilities represent the Group's obligation to transfer goods or services to a customer and are recognised when a customer pays consideration, or when the Group recognises a receivable to reflect its unconditional right to consideration (whichever is earlier) before the Group has transferred the goods or services to the customer.

18 Provisions

	2026 $ '000	2025 $ '000
Current		
Employee benefits provisions	**4,437**	4,343
Total current provisions	**4,437**	4,343
Non-current		
Employee benefits provisions	**586**	666
Lease make good provisions	**177**	179
Total non-current provisions	**763**	845
Total provisions	**5,200**	5,188

Employee benefits provisions

Employee benefits comprise provisions for annual leave and long service leave. Where an obligation is presented as current, the Group does not have an unconditional right to defer settlement for more than 12 months.

Lease make good provisions

The provision represents the present value of the estimated costs to make good the premises leased by the Group at the end of the respective lease terms.

Movements in provisions

Movements in each class of provision during the current financial year are set out below:

	Lease make good provisions $ '000	Other provisions $ '000	Total $ '000
Year ended 30 June 2026			
Opening balance	**179**	-	**179**
Additional provisions recognised	-	-	-
Amounts used	**(10)**	-	**(10)**
Exchange differences	**(6)**	-	**(6)**
Unwinding of discount	**14**	-	**14**
Closing balance	**177**	-	**177**

Notes to the consolidated financial statements
For the year ended 30 June 2026

18 Provisions (continued)

Movements in provisions (continued)

	Lease make good provisions	Other provisions	Total
	$ '000	$ '000	$ '000
Year ended 30 June 2025			
Opening balance	175	8	183
Additional provisions recognised	1	-	1
Amounts used	(10)	(8)	(18)
Exchange differences	2	-	2
Unwinding of discount	11	-	11
Closing balance	179	-	179

Material accounting policy - provisions

Provisions are recognised when the Group has a present (legal or constructive) obligation as a result of a past event; it is probable the Group will be required to settle the obligation; and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

19 Other liabilities

	2026	2025
	$ '000	$ '000
Current		
Deferred DGTO income	**436**	-
Total current liabilities	**436**	-

	2026	2025
	$ '000	$ '000
Non-current		
Deferred DGTO income	**1,251**	-
Total non-current liabilities	**1,251**	-

DGTO is a non-repayable government grant. The grant is recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grant is intended to compensate. Grant amounts attributable to capitalised salary costs are deferred and recognised in profit or loss systematically over the amortisation period of the related intangible assets. Refer to note 4 for details.

3P Learning Limited

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20 Employee benefits expense

	2026	2025
	$ '000	$ '000
Bonus and commission expenses	**2,854**	4,158
Salaries and other short-term benefits	**45,195**	48,104
Staff costs capitalised	**(3,456)**	(3,984)
Superannuation expenses	**5,389**	5,726
Total employee benefits expense	**49,982**	54,004

Material accounting policy - employee benefits

Short-term employee benefits

Employee benefits expected to be settled within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled. This also includes share-based payment. Refer to note 22.

Other long-term employee benefits

Employee benefits not expected to be settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to expected future wage and salary levels, the experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on high-quality corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Defined contribution superannuation expense

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

21 Key management personnel disclosures

The aggregate compensation made to Directors and other members of key management personnel of the Group is set out below:

	2026	2025
	$	$
Short-term employee benefits	**2,143,749**	2,033,237
Long-term benefits	**(9,576)**	16,694
Post-employment benefits	**148,800**	142,630
Termination benefits	**-**	143,965
Share-based payments	**45,721**	158,896
Total	**2,328,694**	2,495,422

22 Share-based payments

The share-based payment expense for the year was $0.1 million (2025: $0.2 million). An equity incentive plan was established by the Group, whereby the Group may, at the discretion of the Board, grant share appreciation rights ("**SARs**") over ordinary shares in the Company (awards) to certain key management personnel and employees of the Group. The awards are granted and vested in accordance with performance guidelines established by the Board.

Share appreciation rights

During the year, 3,271,931 share appreciation rights were granted at a fair value of $0.25 per right (2025: 2,890,090, at fair value of $0.30 per right). The share appreciation rights were granted with no exercise price and the fair value was determined based on the market value of the Company's share price on the grant date. Vesting of share appreciation rights are subject to predetermined revenue and earnings per share growth target.

Set out below are summaries of share appreciation rights granted under the plan:

2026 Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
7 February 2022	7 February 2027	$0.00	843,663	-	-	(110,347)	733,316
17 October 2022	17 October 2027	$0.00	1,648,442	-	-	(937,730)	710,712
29 September 2023	29 September 2028	$0.00	1,534,499	-	-	(214,617)	1,319,882
20 November 2024	20 November 2029	$0.00	2,890,090	-	-	(363,268)	2,526,822
24 September 2025	24 September 2030	$0.00	-	3,271,931	-	-	3,271,931
			6,916,694	**3,271,931**	**-**	**(1,625,962)**	**8,562,663**

Valuation model inputs		Notional exercise price(i)	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
17 October 2022	17 October 2027	$1.25	$0.00	36.0%	0.0%	3.4%	$0.45
29 September 2023	29 September 2028	$1.12	$0.00	40.3%	0.0%	3.8%	$0.49
20 November 2024	20 November 2029	$0.99	$0.00	39.1%	0.0%	4.3%	$0.30
24 September 2025	24 September 2030	$0.64	$0.00	40.1%	0.0%	3.8%	$0.25

i. The notional exercise price is the predetermined price at which a plan participant can exercise their right to receive the difference between the market value of the Company's shares at the time of exercise and the notional exercise price. The contractual exercise price is $0.00.

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22 Share-based payments (continued)

Share appreciation rights (continued)

2025 Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
7 February 2022	7 February 2027	$0.00	1,687,327	-	-	(843,664)	843,663
3 June 2022	18 March 2025	$0.00	181,419	-	-	(181,419)	-
17 October 2022	17 October 2027	$0.00	1,883,868	-	-	(235,426)	1,648,442
29 September 2023(i)	29 September 2028	$0.00	1,753,871	-	-	(219,372)	1,534,499
20 November 2024(ii)	20 November 2029	$0.00	-	2,890,090	-	-	2,890,090
			5,506,485	**2,890,090**	**-**	**(1,479,881)**	**6,916,694**

Valuation model inputs		Notional exercise price(iii)	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
17 October 2022	17 October 2027	$1.25	$0.00	36.0%	0.0%	3.4%	$0.45
20 February 2023	17 October 2027	$1.25	$0.00	36.0%	0.0%	3.4%	$0.45
29 September 2023	29 September 2028	$1.12	$0.00	40.3%	0.0%	3.8%	$0.49
20 November 2024	20 November 2029	$0.99	$0.00	39.1%	0.0%	4.3%	$0.30

i. Share appreciation rights balance at year end included 214,617 that were forfeited in August 2025

ii. Share appreciation rights issued during the year included 363,268 that were forfeited in August 2025

iii. The notional exercise price is the predetermined price at which a plan participant can exercise their right to receive the difference between the market value of the Company's shares at the time of exercise and the notional exercise price. The contractual exercise price is $0.00.

Material accounting policy - share-based payments

The main form of equity-settled, share-based compensation provided to employees is share appreciation rights.

The cost of the share appreciation rights granted is measured at fair value on grant date and recognised as an employee expense with a corresponding increase in equity over the vesting period. The amount recognised as an expense is adjusted over the period to reflect the number of share appreciation rights for which the related service and non-market vesting conditions are expected to be met but is not adjusted when market performance conditions are not met.

Accounting judgments, estimates and assumptions - share-based payments

Fair value of the share appreciation rights is determined using a Black-Scholes-Merton model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the Group receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

23 Issued capital

	2026	2025
	$ '000	$ '000
Ordinary shares	**212,135**	212,135

	2026	2025
	No.	No.
Number of ordinary shares in issue	**272,906,522**	272,906,522

Ordinary shares

Ordinary shares entitle the holder to participate in any dividends declared and any proceeds attributable to shareholders should the Company be wound up, in proportions that consider both the number of shares held and the extent to which those shares are paid up. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Capital management

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group would look to raise capital when an opportunity to invest in a business or company would be seen as value adding.

The Group is subject to certain covenants on its financing arrangements and meeting these is given priority in all capital risk management decisions. There have been no events of default on the financing arrangements during the financial year.

The capital risk management policy remains unchanged.

Material accounting policy - contributed equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

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23 Issued capital (continued)

Dividends

	2026 $ '000	2025 $ '000
Final 2026 ordinary dividend of 3.52 cents per share to be paid	**9,598**	-
Total	**9,598**	-

The final dividend for 2026 was declared after the end of the reporting period and therefore has not been provided for in the financial statements. The dividend will be partially franked at 7.82%, attaching franking credits of $321,500 at the 30% tax rate. The franking debits of $321,500 will arise on the payment date of 21 September 2026. There are no other income tax consequences arising from this dividend at 30 June 2026.

Franking credits account

	2026 $ '000	2025 $ '000
The franking credits available for subsequent financial years at a tax rate of 30%	**322**	322

The above available balance is based on the dividend franking account at year-end adjusted for:

- Franking credits that will arise from the payment of the amount of the provision for income tax at the reporting date;
- Franking debits that will arise from the payment of dividends recognised as a liability at the reporting date; or
- Franking credits that will arise from the receipt of dividends recognised as receivables at the year.

24 Reserves

	2026 $ '000	2025 $ '000
Acquisition reserve	**(798)**	(798)
Foreign currency reserve	**438**	939
Share-based payment reserve	**9,362**	9,486
Total reserves	**9,002**	9,627

Acquisition reserve

The reserve resulted from the acquisition of non-controlling interests in a subsidiary. The acquisition of non-controlling interest is not a business combination but is an equity transaction between owners. Accordingly, the difference between consideration paid and identifiable net assets of the non-controlling interest has been accounted for in the acquisition reserve.

Foreign currency reserve

The reserve is used to recognise exchange differences arising from translation of the consolidated financial statements of foreign operations to Australian dollars.

Share-based payment reserve

The reserve is used to recognise the value of equity benefits provided to employees and Directors as part of their remuneration, and other parties as part of their compensation for services.

24 Reserves (continued)

Movements in reserves

Movements in each class of reserve during the current and previous financial year are set out below:

	Acquisition reserve $ '000	Foreign currency reserve $ '000	Share-based payment reserve $ '000	Total $ '000
Year ended 30 June 2026				
Opening balance	(798)	939	9,486	9,627
Foreign currency translation	-	(501)	-	(501)
Share-based payments	-	-	64	64
Other movements	-	-	(188)	(188)
Closing balance	(798)	438	9,362	9,002

	Acquisition reserve $ '000	Foreign currency reserve $ '000	Share-based payment reserve $ '000	Total $ '000
Year ended 30 June 2025				
Opening balance	(798)	238	9,230	8,670
Foreign currency translation	-	701	-	701
Share-based payments	-	-	256	256
Closing balance	(798)	939	9,486	9,627

Material accounting policy - foreign currency translation

The consolidated financial statements are presented in Australian dollars, which is the Group's functional and presentation currency.

Foreign currency transactions

Foreign currency transactions are translated into the entity's functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies, are recognised in profit or loss.

Foreign operations

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

3P Learning Limited

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25 Borrowings

Bank loans

The Group has access to a bank loan facility which was undrawn as at 30 June 2026. The bank loan facility is subject to variable interest rates, which are based on the bank bill swap rate ("**BBSR**"), plus a margin. The bank loan facility consists of a revolving facility commitment of $10.0 million expiring on 27 June 2029. The banking facility is secured by fixed and floating charges over the Group's assets.

Banking facilities

Bank guarantee of $2.0 million and ancillary facility of $0.1 million are available to the Group which are subject to a regular review.

Financing arrangements

Unrestricted access was available at the reporting date to the following lines of credit:

Total facilities

	2026 $ '000	2025 $ '000
Bank loans	**10,000**	10,000
Bank guarantee and ancillary facilities	**2,130**	2,130
Total	**12,130**	12,130

Used at the reporting date

	2026 $ '000	2025 $ '000
Bank loans	**-**	-
Bank guarantee and ancillary facilities	**-**	-
Total	**-**	-

Unused at the reporting date

Bank loans	**10,000**	10,000
Bank guarantee and ancillary facilities	**2,130**	2,130
Total	**12,130**	12,130

As at the reporting date, there are no used bank guarantees (2025: not used) with the bank.

Material accounting policy - borrowings

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

26 Cash and cash equivalents

	2026 $ '000	2025 $ '000
Cash at bank and in hand	**5,771**	8,505
Short-term deposits	**3,750**	-
	9,521	8,505

Net cash of $15.7 million at 30 June 2026 consists of $9.5 million cash, $3.2 million restricted cash and $3.0 million term deposits (refer to note 12). External borrowings at 30 June 2026 were nil (refer to note 25).

Material accounting policy - cash and cash equivalents

Cash and cash equivalents include cash on hand; deposits held at call with financial institutions; and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

27 Cash flow information

Reconciliation of net income to net cash provided by operating activities:

	2026 $ '000	2025 $ '000
Profit for the year	**9,867**	210
Adjustments for:		
Depreciation and amortisation expenses	**11,604**	10,634
Impairment losses	**434**	-
Share-based payments	**64**	256
Foreign exchange differences	**(1,410)**	(98)
Net loss/(gain) on disposal of assets	**30**	(56)
Gain on bargain purchase	**-**	(234)
Change in operating assets and liabilities:		
(Increase)/decrease in trade and other receivables	**(9,813)**	866
Decrease/(increase) in deferred tax assets	**259**	(1,053)
Increase in deferred contract costs	**631**	1,545
Decrease in other operating assets	**734**	1,199
(Decrease)/increase in trade and other payables	**(1,407)**	647
Decrease in contract liabilities	**(4,241)**	(2,451)
Increase in provision for income tax	**552**	748
Increase in employee benefits	**14**	366
Decrease in other provisions	**(2)**	(4)
Increase in other liabilities	**1,687**	-
Net cash from operating activities	**9,003**	12,575

3P Learning Limited

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27 Cash flow information (continued)

Changes in liabilities arising from financing activities

	2026 Opening	Capital payment	Interest payment	Modification	Foreign exchange movement	Interest on capital	Termination	2026 Closing
	$ '000	$ '000	$ '000	$ '000	$ '000	$ '000	$ '000	$ '000
Lease liabilities	884	(671)	(77)	1,381	(6)	77	(91)	1,497
Total liabilities from financing activities	**884**	**(671)**	**(77)**	**1,381**	**(6)**	**77**	**(91)**	**1,497**

	2025 Opening	Capital payment	Interest payment	Addition	Foreign exchange movement	Interest on capital	Termination	2025 Closing
	$ '000	$ '000	$ '000	$ '000	$ '000	$ '000	$ '000	$ '000
Lease liabilities	2,086	(791)	(98)	99	52	98	(562)	884
Borrowing	1,000	(11,000)	(434)	10,000	-	434	-	-
Total liabilities from financing activities	3,086	(11,791)	(532)	10,099	52	532	(562)	884

Non-cash financing and investing activities

	2026	2025
	$ '000	$ '000
Additions to the right-of-use assets	**-**	139

28 Financial instruments

Financial risk management objectives

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate and foreign exchange risks, and ageing analysis for credit risk.

The Board has overall responsibility for the establishment and oversight of the risk management framework. The Board has established an Audit and Risk Committee, which is responsible for managing risk. The committee reports to the Board on its activities.

Risk management processes are established to identify and analyse the risks faced by the Group, the risk exposure of the Group and appropriate procedures, controls and risk limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group’s activities.

The Audit and Risk Committee oversees how management monitors compliance with the Group’s risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

28 Financial instruments (continued)

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

Foreign currency risk

The Group undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

Foreign currency risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

To a significant extent, the Group's business currently enjoys natural hedges. The revenue that the Group obtains in a particular foreign currency closely matches the expenses it incurs in that currency (such as Pound Sterling). The Board believes that natural hedges presently mitigate any exchange rate volatility risk for the Group to an economically acceptable level.

The carrying amount of the Group's foreign currency denominated financial assets and financial liabilities (unhedged) at the reporting date were as follows:

	US Dollar	Euro	Pound Sterling	New Zealand Dollar	Canadian Dollar	Other currencies
	'000	'000	'000	'000	'000	'000
Assets						
30 June 2026	**2,558**	**149**	**1,367**	**231**	**1,468**	**1,099**
30 June 2025	1,486	113	1,100	226	1,570	2,025
Liabilities						
30 June 2026	**838**	**-**	**322**	**11**	**6**	**16**
30 June 2025	288	9	491	4	25	-

The Group had net assets denominated in foreign currencies of $5.7 million (assets $6.9 million less liabilities $1.2 million) as at 30 June 2026 (2025: $5.7 million (assets $6.5 million less liabilities $0.8 million)). Based on this exposure, had the Australian dollar weakened by 10%/strengthened by 10% (2025: weakened by 10%/strengthened by 10%) against these foreign currencies with all other variables held constant, the Group's profit/loss before tax for the year would have been $0.6 million higher/$0.6 million lower (2025: $0.6 million higher/$0.6 million lower). The percentage change is the expected overall volatility of the significant currencies, which is based on management's assessment of reasonable possible fluctuations.

Interest rate risk

The Group is not exposed to any significant interest rate risk.

Price risk

The Group is not exposed to any significant price risk.

3P Learning Limited

Notes to the consolidated financial statements
For the year ended 30 June 2026

28 Financial instruments (continued)

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the consolidated financial statements. The Group does not hold any collateral.

The Group has adopted a lifetime expected loss allowance in estimating expected credit losses to trade receivables through the use of a provisions matrix using fixed rates of credit loss provisioning. These provisions are considered representative across all customers of the Group based on recent sales experience, historical collection rates and forward-looking information that is available.

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than one year.

The majority of schools and consumers pay upfront and the nature of the customer base has a low impact on the Group's credit risk exposure.

Liquidity risk

Vigilant liquidity risk management requires the Group to maintain sufficient liquid assets (mainly cash and cash equivalents and available debt facilities) to be able to pay debts as and when they become due and payable.

The Group manages liquidity risk by maintaining adequate cash reserves by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Financing arrangements

Unused borrowing facilities at the reporting date:

	2026 $ '000	2025 $ '000
Bank loans	**10,000**	10,000
Bank guarantee and ancillary facilities	**2,130**	2,130
Total	**12,130**	12,130

Remaining contractual maturities

The following tables detail the Group's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

Notes to the consolidated financial statements
For the year ended 30 June 2026

28 Financial instruments (continued)

Liquidity risk (continued)

Consolidated - 30 June 2026	Weighted average interest rate %	1 year or less $ '000	Between 1 and 2 years $ '000	Between 2 and 5 years $ '000	Over 5 years $ '000	Remaining contractual maturities $ '000
Non-derivatives						
Non-interest bearing						
Trade payables		2,820	-	-	-	2,820
Other payables		373	-	-	-	373
GST payable		62	-	-	-	62
		3,255	-	-	-	3,255
Interest-bearing - fixed rate						-
Lease liability	5.9%	668	829	-	-	1,497
		668	829	-	-	1,497
Total non-derivatives		3,923	829	-	-	4,752

Consolidated - 30 June 2025	Weighted average interest rate %	1 year or less $ '000	Between 1 and 2 years $ '000	Between 2 and 5 years $ '000	Over 5 years $ '000	Remaining contractual maturities $'000
Non-derivatives						
Non-interest bearing						
Trade payables		2,471	-	-	-	2,471
Other payables		465	-	-	-	465
GST payable		167	-	-	-	167
		3,103	-	-	-	3,103
Interest-bearing - fixed rate						
Lease liability	6.5%	615	269	-	-	884
		615	269	-	-	884
Total non-derivatives		3,718	269	-	-	3,987

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above. The Group may repay debt when cash is sufficiently available, and this may occur earlier than contractually disclosed above.

3P Learning Limited

Notes to the consolidated financial statements
For the year ended 30 June 2026

29 Fair value measurement

The carrying amounts of trade and other receivables and trade and other payables approximate their fair values due to their short-term nature. The fair value of financial liabilities is estimated by discounting the remaining contractual maturities at the current market interest rate that is available for similar financial liabilities.

Material accounting policy - fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either in the principal market or, in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value are used maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

30 Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by the auditor of the Company, its network firms and unrelated firms:

	2026 $	2025 $
Audit services		
Audit or review of the financial statements - KPMG (Australia)	**464,147**	506,432
Non-audit related services - KPMG (Australia)	**-**	1,500
Total	**464,147**	507,932
Audit services - overseas unrelated firms		
Audit or review of the financial statements	**56,175**	55,350

Non-audit related services in the prior year relate to training provided by KPMG.

31 Commitments

The Group had no commitments as at 30 June 2026 and 30 June 2025.

32 Contingencies

The Group has no bank guarantees as at 30 June 2026 (2025: nil) for merchant facilities and operating leases.

In the opinion of the Directors, at 30 June 2026 (30 June 2025: $1.0 million) a $1.0 million contingent liability exists in relation to the acquisition of Brightpath. As announced to the Australian Securities Exchange on 30 September 2022, a further payment to the sellers may be due subject to the achievement of certain future 12-month revenue targets for four years from the date of acquisition. This payment will be accrued if deemed probable. As of 30 June 2026, no future contingent payment amounts have been accrued or paid.

33 Related parties

Parent entity

3P Learning Limited is the parent entity.

Subsidiaries

Interests in subsidiaries are set out in note 35.

Key management personnel

Disclosures relating to key management personnel are set out in note 21 and the remuneration report included in the Directors' report.

Related parties

The Group has a publishing, distribution and transition service agreement with Kalaci Pty Ltd (trading as Pascal Press) and a software licence commercial agreement with Clickview Pty Ltd. Matthew Sandblom is a shareholder of both the companies. The Group also has an ongoing office lease agreement and consultancy agreement with Matthew Sandblom.

Transactions with related parties

The following transactions occurred with related parties:

	2026	2025
	$	$
Payment for publishing and distribution services with Kalaci Pty Ltd	**193,439**	301,324
Income for publishing and distribution services with Kalaci Pty Ltd	**186,573**	160,202
Payment for operational services with Kalaci Pty Ltd	**298,887**	249,772
Income for operational services with Kalaci Pty Ltd	**77,799**	82,116
Lease of office premise from Matthew Sandblom	**409,100**	398,000
Payment for software licence fees with Clickview Pty Ltd	**94,626**	121,772
Payment for Director fees to Matthew Sandblom[i]	**125,000**	1

i. Terms as agreed between Matthew Sandblom and the Company.

Receivable from and payable to related parties

The following balances are outstanding at the reporting date in relation to transactions with related parties:

	2026	2025
	$	$
Current receivables:		
Trade receivables from Director related entities of Matthew Sandblom	**31,423**	18,175

3P Learning Limited

Notes to the consolidated financial statements
For the year ended 30 June 2026

33 Related parties (continued)

Receivable from and payable to related parties (continued)

	2026 $	2025 $
Current payables:		
Trade payables to Director related entities of Matthew Sandblom	**41,512**	73,329
Lease liability to Director related entities of Matthew Sandblom	**936,958**	571,933

Loans to/from related parties

There were no loans to or from related parties at the current and previous reporting date.

34 Parent entity information

	2026 $ '000	2025 $ '000
Statement of financial position		
Assets		
Current assets	**21,017**	5,588
Non-current assets	**183,062**	185,281
Total assets	**204,079**	190,869
Liabilities		
Current liabilities	**68,036**	61,198
Non-current liabilities	**1,880**	572
Total liabilities	**69,916**	61,770
Equity		
Issued capital	**212,135**	212,135
Share-based payment reserve	**9,362**	9,486
Profit reserve	**14,599**	9,598
Accumulated losses	**(101,933)**	(102,120)
Total equity	**134,163**	129,099
Statement of profit or loss and other comprehensive income		
Profit after income tax	**5,001**	9,598
Total comprehensive income	**5,001**	9,598

Profit reserve

Management classified $5.0 million (2025: $9.6 million) of the current year profit to a profit reserve.

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries

The parent entity and its subsidiaries are parties to a deed of cross-guarantee under which each company guarantees the debts of the others. No deficiencies of assets exist in the subsidiary. Refer to note 37 for further information.

34 Parent entity information (continued)

Contingent liabilities

The parent entity has nil bank guarantees as at 30 June 2026 (2025: nil) for merchant facilities and operating leases.

In the opinion of the Directors, at 30 June 2026 (30 June 2025: $1.0 million) a $1.0 million contingent liability exists in relation to the acquisition of Brightpath. As announced to the Australian Securities Exchange on 30 September 2022, a further payment to the sellers may be due subject to the achievement of certain future 12-month revenue targets for four years from the date of acquisition. This payment will be accrued if deemed probable. As of 30 June 2026, no future contingent payment amounts have been accrued or paid.

Contractual commitments - plant and equipment

The parent entity did not have any commitments for plant and equipment as at 30 June 2026 or 30 June 2025.

Material accounting policies - parent entity

The accounting policies of the parent entity are consistent with those of the Group, as disclosed in note 1.2, except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity
- Dividends received from subsidiaries are recognised as other income by the parent entity and its receipt may be an indicator of an impairment of the investment.

35 Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 1.2:

	Principal place of business	Percentage Owned (%) 2026	Percentage Owned (%) 2025
3P International Holdings Pty Limited	Australia	**100%**	100%
3P Learning Australia Pty Limited	Australia	**100%**	100%
3P Learning Canada Limited	Canada	**100%**	100%
3P Learning Inc.	United States	**100%**	100%
3P Learning NZ Limited	New Zealand	**100%**	100%
3P Learning UK Limited	United Kingdom	**100%**	100%
Blake eLearning Inc.	United States	**100%**	100%
Blake eLearning Pty Limited	Australia	**100%**	100%
Blake eLearning UK Limited	United Kingdom	**100%**	100%
Pairwise Pty Limited	Australia	**100%**	100%
Intrepica Pty Ltd	Australia	**100%**	100%
Intrepica UK Limited(i)	United Kingdom	**-%**	100%
LiteracyPlanet Inc(ii)	United States	**100%**	100%

i. The parent company deregistered Intrepica UK Limited on 20 January 2026.

ii. LiteracyPlanet Inc in the US is currently in the process of deregistration.

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36 Business combinations

During the prior financial year, the Company acquired a 100% interest of LiteracyPlanet on 3 January 2025, resulting in 3P Learning Limited obtaining control of LiteracyPlanet. The following table shows the assets acquired, liabilities assumed and the purchase consideration at the acquisition date.

	Acquiree's carrying amount $ '000	Fair value $ '000
Purchase consideration:		
Cash		1,200
Total purchase consideration		1,200
Assets or liabilities acquired:		
Cash	308	308
Trade and other receivables	1,051	1,051
Plant and equipment	10	10
Intangible assets	491	1,396
Deferred tax assets	-	10
Trade and other payables	(126)	(126)
Contract liabilities	(1,228)	(1,071)
Provisions	(125)	(125)
Income tax liabilities	(19)	(19)
Total net identifiable assets	362	1,434
Identifiable assets acquired and liabilities assumed	362	1,434
Consideration paid		1,200
Less: Identifiable assets acquired		1,434
Gain on bargain purchase		**(234)**

Net cash paid for business combination of $0.9 million comprises of $1.2 million cash consideration paid to shareholders of LiteracyPlanet, and acquired cash balances of $0.3 million. The total acquisition cost of $1.5 million consisted of $1.2 million paid to shareholders and $0.3 million paid for acquisition-related cost. Acquisition-related costs are included in restructure and integration costs in the consolidated statement of profit and loss and other comprehensive income.

Fair value of net assets acquired was determined by a third-party valuer and the acquisition resulted in a bargain purchase. The gain on bargain purchase of $0.3 million is recognised in the consolidated statement of profit and loss and other comprehensive income immediately.

Since the date of acquisition, revenue of $0.8 million and net loss of $0.4 million are included in the consolidated statement of profit and loss and other comprehensive income for the year ended 30 June 2025. Had the acquisition occurred on 1 July 2024, management estimates that the consolidated statement of profit and loss and other comprehensive income would have included $1.9 million revenue and $0.9 million net loss from LiteracyPlanet. As of 30 June 2025, the remaining accounts receivable balance of LiteracyPlanet is $6,000. Therefore, the balance acquired is assessed to be substantively recoverable.

LiteracyPlanet launched in 2009 to inspire a lifetime of learning for students, educators and parents, and to improve English literacy skills and education accessibility worldwide. LiteracyPlanet complements the Group’s suite of programs and enhances the literacy product offerings for students in Years 2 to 10.

The purchase price accounting and the allocation of fair value to goodwill and other intangible assets for the acquisition of LiteracyPlanet were finalised as at 30 June 2025.

36 Business combinations (continued)

Acquisition related costs

	2025
	$ '000
Acquisition-related legal and consulting cost	338

Material accounting policy - business combinations

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

The acquisition method of accounting is used to account for business combinations when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. To determine whether a set of activities and assets constitutes a business, the Group has the choice to apply a "concentration test", which is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. Alternatively, to determine if a business has been acquired, the Group assesses whether (as a minimum) an input and substantive process has been acquired and whether there is an ability to produce outputs from these.

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree, and the amount of any non-controlling interest in the acquiree. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the Group assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the Group's operating or accounting policies and other pertinent conditions in existence at the acquisition date.

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition date. The measurement period ends on the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

Critical accounting judgements, estimates and assumptions - business combinations

Business combinations are initially accounted for on a provisional basis. The fair value of assets acquired, and liabilities and contingent liabilities assumed, are initially estimated by the Group taking into consideration all available information at the reporting date. Fair value adjustments on the finalisation of the business combination accounting is retrospective, where applicable, to the period the combination occurred and may have an impact on the assets and liabilities, depreciation and amortisation reported.

3P Learning Limited

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37 Deed of cross-guarantee

The following entities are party to a deed of cross-guarantee under which each company guarantees the debts of the others:

3P Learning Limited ("**Parent entity**")
Blake eLearning Pty Ltd

By entering into the deed, the wholly owned entities have been relieved from the requirement to prepare financial statements and Directors' report under Corporations Instrument 2016/785 issued by the Australian Securities and Investments Commission.

The above companies represent a "Closed Group" for the purposes of the Corporations Instrument, and as there are no other parties to the deed of cross-guarantee that are controlled by 3P Learning Limited, they also represent the "Extended Closed Group".

Set out below is a consolidated statement of profit or loss and other comprehensive income and statement of financial position of the "Closed Group":

	2026 $ '000	2025 $ '000
Statement of profit or loss and other comprehensive income		
Revenue	**46,858**	49,392
Other income	**27,498**	24,409
Interest income	**242**	249
Administrative expenses	**(1,443)**	(3,911)
Corporate advisory costs	**(331)**	(208)
Deferred contract costs	**(4,950)**	(6,683)
Depreciation and amortisation expenses	**(10,288)**	(9,360)
Employee expenses	**(26,705)**	(29,970)
Finance costs	**(238)**	(492)
Impairment losses	**(434)**	-
Marketing expenses	**(13,377)**	(12,733)
Occupancy expenses	**(305)**	(192)
Professional fees	**(2,157)**	(2,398)
Restructure and integration costs	**(790)**	(1,138)
Reversal of bad debt expenses	**-**	8,171
Service charges	**(588)**	(1,221)
Technology costs	**(8,412)**	(8,998)
Profit before income tax	**4,580**	4,917
Income tax benefit	**433**	1,975
Profit after income tax	**5,013**	6,892
Total comprehensive income for the year	**5,013**	6,892
Equity - accumulated losses		
Retained earnings:		
Accumulated losses at the beginning of the financial year	**(95,231)**	(102,123)
Profit after income tax	**5,013**	6,892
Accumulated losses at the end of the financial year	**(90,218)**	(95,231)

Notes to the consolidated financial statements
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37 Deed of cross-guarantee (continued)

	2026 $ '000	2025 $ '000
Statement of financial position		
Current assets		
Cash and cash equivalents	**6,491**	3,838
Trade and other receivables	**13,645**	3,008
Deferred contract costs	**688**	1,234
Other assets	**8,339**	5,782
Total current assets	**29,163**	13,862
Non-current assets		
Investments	**11,100**	11,100
Plant and equipment	**431**	665
Intangibles	**131,916**	137,851
Right-of-use assets	**982**	608
Deferred contract costs	**11**	107
Deferred tax assets	**14,288**	13,638
Total non-current assets	**158,728**	163,969
Total assets	**187,891**	177,831
Current liabilities		
Trade and other payables	**40,275**	35,381
Contract liabilities	**7,746**	9,752
Lease liabilities	**441**	439
Provisions	**3,496**	3,493
Other liabilities	**436**	-
Total current liabilities	**52,394**	49,065
Non-current liabilities		
Contract liabilities	**35**	108
Lease liabilities	**582**	192
Provisions	**738**	653
Other liabilities	**1,251**	-
Total non-current liabilities	**2,606**	953
Total liabilities	**55,000**	50,018
Net assets	**132,891**	127,813
Equity		
Issued capital	**212,135**	212,135
Reserves	**10,974**	10,909
Accumulated losses	**(90,218)**	(95,231)
Total equity	**132,891**	127,813

3P Learning Limited

Notes to the consolidated financial statements
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38 Events occurring after the reporting date

The financial report was authorised for issue on 25 August 2026 by the Board.

The Group proposes a dividend of $9.6 million (3.52 cents per share) to shareholders for the current year. No other matters or circumstances have arisen since the end of the financial year which significantly affected or could significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years. The dividend remains subject to board approval and has not been recognised as a liability at 30 June 2026.

3P Learning Limited

Consolidated entity disclosure statement
For the year ended 30 June 2026

Set out below is a list of entities that are consolidated in this set of consolidated financial statements as at 30 June 2026. This Consolidated Entity Disclosure Statement has been prepared in accordance with subsection 295(3A) of the *Corporations Act 2001*. It includes the parent company and all entities controlled in accordance with AASB 10 Consolidated Financial Statements. Tax residency is determined based on Australian tax law and relevant foreign tax jurisdictions.

Entity Name	Body corporate, partnership or trust	Place incorporated	% of share capital held directly or indirectly by the Company in the body corporate		Australian or foreign tax resident	Jurisdiction for foreign resident
			2026	2025		
3P Learning Limited	Body corporate	Australia	100%	100%	Australian	Not applicable
3P International Holdings Pty Ltd	Body corporate	Australia	100%	100%	Australian	Not applicable
3P International Holdings Pty Ltd - SA Branch	Branch	South Africa	100%	100%	Foreign	South Africa
3P Learning Australia Pty Ltd	Body corporate	Australia	100%	100%	Australian	Not applicable
3P Learning Canada Limited	Body corporate	Canada	100%	100%	Foreign	Canada
3P Learning Inc.	Body corporate	United States	100%	100%	Foreign	United States
3P Learning NZ Limited	Body corporate	New Zealand	100%	100%	Foreign	New Zealand
3P Learning UK Limited	Body corporate	United Kingdom	100%	100%	Foreign	United Kingdom
Blake eLearning Inc.	Body corporate	United States	100%	100%	Foreign	United States
Blake eLearning Pty Limited	Body corporate	Australia	100%	100%	Australian	Not applicable
Blake eLearning UK Limited	Body corporate	United Kingdom	100%	100%	Foreign	United Kingdom
Pairwise Pty Ltd	Body corporate	Australia	100%	100%	Australian	Not applicable
Intrepica Pty Ltd	Body corporate	Australia	100%	100%	Australian	Not applicable
Intrepica UK Limited	Body corporate	United Kingdom	-%	100%	Foreign	United Kingdom
LiteracyPlanet Inc	Body corporate	United States	100%	100%	Foreign	United States

Determination of tax residency

Section 295 (3A) of the *Corporations Act 2001* (Cth) requires that the tax residency of each entity which is included in the Consolidated Entity Disclosure Statement be disclosed. In the context of an entity which was an Australian resident, "Australian resident" has the meaning provided in the Income Tax Assessment Act 1997 (Cth). The determination of tax residency involves judgement as it is highly fact dependent and there are currently several different interpretations that could be adopted, and which could give rise to a different conclusion on residency.

In determining tax residency, the consolidated entity has applied the following interpretations:

Australian tax residency

The consolidated entity has applied current legislation and judicial precedent, including having regard to the Commissioner of Taxation's public guidance in Tax Ruling TR 2018/5.

3P Learning Limited

Consolidated entity disclosure statement
For the year ended 30 June 2026

Determination of tax residency (continued)

Foreign tax residency

The consolidated entity has applied current legislation and where available judicial precedent in the determination of foreign tax residency. Where necessary, the consolidated entity has used independent tax advisers in foreign jurisdictions to assist in its determination of tax residency to ensure applicable foreign tax legislation has been complied with.

Branches (permanent establishments)

3P International Holding Pty Ltd is incorporated in Australia and has a registered branch in South Africa. The branch operations have a tax obligation in South Africa under South African Income Tax Act 58 of 1962.

Foreign branches of Australian subsidiaries are not separate level entities and therefore do not have a separate residency for Australian tax purposes. Generally, the Australian subsidiary that the branch is a part of will be the relevant tax resident, rather than the branch operations.

Additional disclosures on the tax status of Australian subsidiaries having a foreign branch with a taxable presence in that jurisdiction have been provided where relevant.

Directors' declaration

1. In the opinion of the Directors of the Company:

    a. the consolidated financial statements and notes that are set out on pages 73 to 126 and remuneration report in the Directors' report for the year ended 30 June 2026 are in accordance with the *Corporations Act 2001* (Cth), including:
        i. give a true and fair view of the Group's financial position as at 30 June 2026 and of its performance for the financial year ended on that date; and
        ii. comply with Australian Accounting Standards and the *Corporations Regulations 2001*;

    b. the Consolidated Entity Disclosure Statement set out on page 127 to 128 as at 30 June 2026 is true and correct; and

    c. there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

2. There are reasonable grounds to believe that the Company and the entities identified in note 37 will be able to meet any obligations or liabilities to which they are or may become subject to by virtue of the Deed of Cross-Guarantee between the Company and the entities pursuant to ASIC Corporations (Wholly owned Companies) Instrument 2016/785.

3. This declaration has been made after receiving the declarations required to be made to the Directors by the Group CEO and CFO in accordance with Section 295A of the *Corporations Act 2001* (Cth) for the financial year ended 30 June 2026.

4. The Directors draw attention to note 1.1 to the consolidated financial statements, which includes a statement of compliance with International Financial Reporting Standards.

This declaration is made in accordance with a resolution of the Board of Directors.

Matthew Sandblom
Chairman
25 August 2026

Sydney

KPMG

Independent Auditor's Report

To the shareholders of 3P Learning Limited

Report on the audit of the Financial Report

Opinion

We have audited the ***Financial Report*** of 3P Learning Limited (the Company).

In our opinion, the accompanying Financial Report of the Company gives a true and fair view, including of the ***Group***'s financial position as at 30 June 2026 and of its financial performance for the year then ended, in accordance with the *Corporations Act 2001*, in compliance with *Australian Accounting Standards* and the *Corporations Regulations 2001*.

The ***Financial Report*** comprises:

- Consolidated statement of financial position as at 30 June 2026
- Consolidated statement of profit or loss and other comprehensive income, Consolidated statement of changes in equity, and Consolidated statement of cash flows for the year then ended
- Notes, including material accounting policies
- Consolidated entity disclosure statement and accompanying basis of preparation as at 30 June 2026
- Directors' declaration.

The ***Group*** consists of the Company and the entities it controlled at the year end or from time to time during the financial year.

Basis for opinion

We conducted our audit in accordance with *Australian Auditing Standards*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report.

We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* issued by the Accounting Professional & Ethical Standards Board Limited (the Code) that are relevant to audits of the financial report of public interest entities in Australia. We have fulfilled our other ethical responsibilities in accordance with these requirements.

Key Audit Matters

The ***Key Audit Matters*** we identified are:

- Carrying amount of goodwill and other intangible assets
- Revenue recognition and related contract liabilities

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the Financial Report of the current period.

These matters were addressed in the context of our audit of the Financial Report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Carrying amount of goodwill and other intangible assets ($144.7m)	
Refer to Note 14 to the Financial Report	
The key audit matter	**How the matter was addressed in our audit**
The carrying amount of goodwill and other intangible assets is a Key Audit Matter, given the size of the balance (being 71% of total assets) and the degree of judgement applied by the Group. We focused on the significant forward-looking assumptions the Group applied in their value in use (VIU) models, including: • Forecast cash flows – there is inherent uncertainty around future cash flows, including billings and cost assumptions, due to the short-term nature of customer contracts, as well as continued uncertainty due to volatile macroeconomic conditions affecting the Group's customers. Heightened risk exists in the B2B forecast cash flows from Digital Games Tax Offset (DGTO) claims and the New Zealand Ministry of Education (NZ MoE) contract increasing the risk of goodwill being impaired, inaccurate forecasts or a significantly wider range of possible outcomes for us to consider. • Forecast billings and expense growth rates, including terminal growth rates – in addition to the uncertainties described above, the Group's VIU models are sensitive to small changes in these assumptions, reducing available headroom. • Discount rate – these are complicated in nature and vary according to the conditions and environment the specific Cash Generating Unit (CGU) is subject to from time to time, and the models approach to incorporating risks into the cash flows or	Working with our valuation specialists, our procedures included: • We considered the appropriateness of the VIU method applied by the Group to perform the annual test of goodwill for impairment against the requirements of the accounting standards. • We assessed the integrity of the VIU models used, including the accuracy of the underlying calculation formulas. • We compared the forecast cash flows for year 1 contained in the VIU models to the FY27 Board approved forecasts. • We assessed the accuracy of previous Group forecasts to inform our evaluation of forecasts incorporated in the models. • We considered the Group's determination of their CGUs based on our understanding of the operation of the Group's business against the requirements of the accounting standards. • We challenged the Group's significant forecast cash flow and growth assumptions in light of the expected continuation of depressed market conditions. We compared key events to the Board-approved plan and strategy. We applied increased scepticism to forecasts in the areas where previous forecasts were not achieved. We compared forecast growth rates and terminal growth rates to published studies of industry trends and expectations, and considered differences for the Group's operations. We used our knowledge of the Group, their past performance, business and

KPMG

discount rates. The Group's modelling for B2B CGU is highly sensitive to small changes in the discount rate. We involve our valuations specialists with the assessment. • The Group uses complex models to perform their annual testing of goodwill for impairment. The models are largely manually developed, use adjusted historical performance, and a range of internal and external sources as inputs to the assumptions. The Group has not met prior forecasts, raising our concern for reliability of current forecasts. Complex modelling, using forward-looking assumptions tend to be prone to greater risk for potential bias, error and inconsistent application. These conditions necessitate additional scrutiny by us, in particular to address the objectivity of sources used for assumptions, and their consistent application. • In addition to the above, the carrying amount of the net assets of the Group exceeded the Group's market capitalisation at year end, increasing the possibility of goodwill being impaired. This further increased our audit effort in this key audit area.	customers, and our industry experience. • We independently developed a discount rate range considered comparable using publicly available market data for comparable entities, adjusted by risk factors specific to the Group and the industry it operates in. • We considered the sensitivity of the VIU models by varying assumptions, such as growth rates, terminal growth rates, and discount rates, within a reasonably possible range. We also considered the sensitivity of the models to reductions in DGTO claims and NZ MoE contract cash flows. We did this to identify those assumptions at higher risk of bias or inconsistency in application and to focus our further procedures. • We assessed the Group's reconciliation of differences between the year-end market capitalisation and the carrying amount of the net assets. • We assessed the disclosures in the financial report using our understanding obtained from our testing and against the requirements of the accounting standards.

Revenue recognition and related contract liabilities ($104.1m)	
Refer to Note 3 to the Financial Report	
The key audit matter	**How the matter was addressed in our audit**
The recognition of revenue and related contract liabilities is a Key Audit Matter due to: • the significance of revenue and contract liabilities to the financial statements; and • revenue being a key performance indicator for the Group.	Our procedures included: • We assessed the appropriateness of the Group's accounting policies related to revenue recognition and contract liabilities against the requirements of the accounting standard and our understanding of the business and industry practice. • We tested a sample of revenue transactions and a sample of contract liabilities balances to underlying documentation such as signed customer contracts, statements from sales agents, and cash receipts. This included checking the duration of customer access from the contract to the period of revenue

	recognition. • We recalculated the contract liability balance at year end based on cash receipts and revenue recognised for the year as tested above. • We assessed the disclosures in the financial report using our understanding obtained from our testing and against the requirements of the accounting standards.

Other Information

Other Information is financial and non-financial information in 3P Learning Limited's annual report which is provided in addition to the Financial Report and the Auditor's Report. The Directors are responsible for the Other Information.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, we do not express an audit opinion or any form of assurance conclusion thereon, with the exception of the Remuneration Report and our respective assurance opinion.

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we consider whether the Other Information is materially inconsistent with the Financial Report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We are required to report if we conclude that there is a material misstatement of this Other Information, and based on the work we have performed on the Other Information that we obtained prior to the date of this Auditor's Report we have nothing to report.

Responsibilities of the Directors for the Financial Report

The Directors are responsible for:

- preparing the Financial Report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Group, and in compliance with *Australian Accounting Standards* and the *Corporations Regulations 2001*
- implementing necessary internal control to enable the preparation of a Financial Report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Group, and that is free from material misstatement, whether due to fraud or error
- assessing the Group and Company's ability to continue as a going concern and whether the use of the going concern basis of accounting is appropriate. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate the Group and Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

Our objective is:

- to obtain reasonable assurance about whether the Financial Report as a whole is free from material misstatement, whether due to fraud or error; and
- to issue an Auditor's Report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with *Australian Auditing Standards* will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Financial Report.

A further description of our responsibilities for the audit of the Financial Report is located at the *Auditing and Assurance Standards Board* website at: https://www.auasb.gov.au/media/bwvjcgre/ar1_2024.pdf. This description forms part of our Auditor's Report.

Report on the Remuneration Report

Opinion

In our opinion, the Remuneration Report of 3P Learning Limited for the year ended 30 June 2026, complies with *Section 300A* of the *Corporations Act 2001*.

Directors' responsibilities

The Directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with *Section 300A* of the *Corporations Act 2001*.

Our responsibilities

We have audited the Remuneration Report included in pages 54 to 71 of the Directors' report for the year ended 30 June 2026.

Our responsibility is to express an opinion as to whether the Remuneration Report complies in all material respects with *Section 300A* of the *Corporations Act 2001*, based on our audit conducted in accordance with *Australian Auditing Standards*.

KPMG

KPMG

Kristen Peterson

Partner

Sydney

25 August 2026

Shareholder information
30 June 2026

The shareholder information set out below was applicable as at 31 July 2026.

Substantial shareholders
Substantial holders in the Company as notified to the ASX via substantial shareholder notices are set out below:

Shareholders	Number of shares	% of total shares issued
The Blake Shareholders	141,674,506	51.91
Viburnum Funds Pty Ltd &Associates	50,813,840	19.42
Spheria Asset Management Pty Ltd	16,191,358	5.94

Voting rights

The voting rights attached to ordinary shares are set out below:

Ordinary Shares
On a show of hands, every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Options, performance and share appreciation rights
Options, performance and share appreciation rights carry no voting rights.

There are no other classes of equity securities.

Distribution of equity security holders

Analysis of number of equitable holders by size of holding:

	Ordinary shares	
Holding	Number of holders	% of total shares issued
1 - 1,000	132,890	0.05
1,001 - 5,000	443,534	0.16
5,001 - 10,000	533,078	0.20
10,001 - 100,000	3,569,917	1.31
100,001 and over	268,227,103	98.28
	272,906,522	100.00

There were 384 holders of less than a marketable parcel of ordinary shares.

3P Learning Limited

Shareholder information
30 June 2026

Equity security holders

20 largest quoted equity security holders

The names of the 20 largest security holders of quoted securities are listed below:

	Ordinary shares	
	Number held	% of issued shares
Pascal Educational Services Pty Ltd	80,200,000	29.39
J P Morgan Nominees Australia Pty Limited	47,157,987	17.28
KPIT Pty Ltd	40,850,000	14.97
HSBC Custody Nominees (Australia) Limited	29,857,995	10.94
Citicorp Nominees Pty Limited	27,657,701	10.13
Pascal Educational Services Pty Ltd (THE BEL UNIT)	12,787,000	4.69
Mutual Trust Pty Ltd	11,818,178	4.33
Pascal Educational Services Pty Limited (BLAKE SANDBLOM A/C)	3,291,244	1.21
BNP Paribas Nominees Pty Ltd	2,424,922	0.89
S D & M Software Pty Ltd	2,376,262	0.87
Blake Beckett Pty Ltd	2,000,000	0.73
Mantou Republic Pty Ltd	780,094	0.29
Warwick J Williams Pty Ltd	661,820	0.24
Cowoso Capital Pty Ltd	660,406	0.24
Netwealth Investments Limited	486,852	0.18
Leopard Capital Pty Ltd	483,826	0.18
Allan Brackin Retirement Fund Pty Ltd	422,895	0.15
Leopard Capital Pty Ltd (NDW SUPER FUND A/C)	404,920	0.15
Upper Monkerai Pty Ltd (FLEMING FAMILY S/F A/C)	399,441	0.15
Matthew Charles Goodson & Dianna Dawn Perron & Goodson & Perron Independent Trustee Limited (GOODSON & PERRON FAMILY A/C)	320,000	0.12
	265,041,543	97.13

Unquoted equity securities

	Number on issue	Number of holders
Share appreciation rights	8,562,663	5

Corporate directory
30 June 2026

The information set out below was applicable as at 31 July 2026

Directors	Matthew Sandblom - Chairman and Director Allan Brackin - Non-Executive Director Mark Lamont - Non-Executive Director Katherine Ostin - Non-Executive Director Craig Coleman - Non-Executive Director
Chief Executive Officer	Jose Palmero
Company Secretary	Eryl Baron
Registered office and principal place of business	3P Learning Limited 655 Parramatta Road, Leichhardt NSW 2040 Head office telephone: 1300 850 331
Share register	The Registrar MUFG Corporate Markets (AU) Limited Liberty Place, Level 41, 161 Castlereagh Street Sydney NSW 2000 Share registry telephone: 1300 554 474
Auditor	KPMG Level 38, Tower 3, 300 Barangaroo Avenue Sydney NSW 2000
Stock exchange listing	3P Learning Limited shares are listed on the Australian Securities Exchange (ASX code: 3PL)
Website	http://www.3plearning.com/
Corporate Governance Statement	The directors and management are committed to conducting the business of 3P Learning Limited in an ethical manner and in accordance with the highest standards of corporate governance. 3P Learning Limited has adopted and has substantially complied with the ASX Corporate Governance Principles and Recommendations (Fourth Edition) ("Recommendations") to the extent appropriate to the size and nature of its operations. The Group's Corporate Governance Statement, which sets out the corporate governance practices that were in operation during the financial year and identifies and explains any Recommendations that have not been followed, and ASX Appendix 4G are released to the ASX on the same day the Annual Report is released. The Corporate Governance Statement and Corporate Governance Compliance Manual can be found on the company's website at: http://www.3plearning.com/investors/governance/

3P Learning Limited

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