



ASX ANNOUNCEMENT

16 October 2025

Notice of 2025 Annual General Meeting

3P Learning Limited (ASX: 3PL) advises that its 2025 Annual General Meeting will be held at 10:30 am (Sydney Time) on Tuesday 18 November 2025 at 3P Learning, Ground Floor, 655 Parramatta Road, Leichhardt, New South Wales.

The following announcements to the market are provided:

- 2025 Annual General Meeting Notice of Meeting
- Sample Proxy Form
- Sample Shareholder Question Form

This announcement has been authorised by the Company Secretary of 3PL.

For further information, please contact:

Joyce Li
Company Secretary
secretary@3plearning.com

3P Investor Relations
investors@3plearning.com

Notice of 2025 Annual General Meeting

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of 3P Learning Limited (**Company**) will be held at **10:30 am (AEDT) on Tuesday 18 November 2025** at the offices of 3P Learning, Ground Floor, 655 Parramatta Road, Leichhardt, New South Wales 2040 for the purpose of transacting the business set out in this Notice.

Registration opens at 10:00 am.

Items of Business

1. Receipt of Annual Financial Report

To receive and consider the Company's Financial Statements, Directors' Report and the Auditor's Report as set out in the Annual Report for the financial year ended 30 June 2025.

No resolution or vote is required on this item of business.

2. Adoption of the FY25 Remuneration Report

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

"That the Remuneration Report for the financial year ended 30 June 2025 be adopted."

Note: The vote on this resolution is advisory only and does not bind the Company or the Directors. A voting exclusion applies to this resolution (see further below). The Board recommends that shareholders vote in favour of this resolution.

3. Re-election of Mr Craig Coleman as a Director

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

"That Mr Craig Coleman, who retires in accordance with rule 10.3 of the Company's Constitution, and being eligible for re-election, be re-elected as a Non-Executive Director of the Company."

Mr Coleman has served the Company as Non-Executive Director since 16 November 2022. The Board (with Mr Coleman abstaining) recommends that shareholders vote in favour of this resolution.

Voting exclusions for Item 2 – FY25 Remuneration Report

For all resolutions that are directly or indirectly related to the remuneration of a member of the Key Management Personnel (**KMP**) of the Company (being the resolution in respect of Item 2), the Corporations Act 2001 (Cth) (**Corporations Act**) restricts KMP and their closely related parties from voting in certain circumstances. The Company will disregard any votes cast on Item 2:

- by, or on behalf of, a member of the KMP (including the Directors) named in the Remuneration Report and their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the KMP at the date of the Meeting and their closely related parties or who is a closely related party of a member of the KMP,

unless the vote is cast as proxy for a person entitled to vote on Item 2:

- in accordance with a direction on the proxy form; or
- by the Chair of the Meeting pursuant to an express authorisation to exercise the proxy as the Chair sees fit even though the item is connected with the remuneration of the Company's KMP.

Voting entitlements

The Directors have determined, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that persons who are registered holders of shares of the Company as at 10:30am (AEDT) on Sunday 16 November 2025 will be eligible to vote at the Meeting as a shareholder. Accordingly, transactions registered after that time will be disregarded in determining which shareholders are entitled to attend and vote at the Meeting.

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

By order of the Board



Joyce Li
Company Secretary
16 October 2025

Information for shareholders | How to vote and participate at the AGM

Voting on the proposed resolutions at this Meeting will be conducted by poll. If you are eligible to vote at the Meeting, you may:

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

Vote at the Meeting

If you would like to attend and vote at the Meeting, please remember to bring the shareholder proxy voting form that had accompanied the shareholder letter and notice of this meeting. Registration of attendees at the Meeting will commence at 10.00am. The voting form will assist our Share Registry team, MUFG Corporate Markets (AU) Limited, in registering your attendance.

Shareholders and proxies who attend the Meeting will be able to vote on the resolutions directly. Voting takes place between the commencement of the Meeting and the closure of voting as announced by the Chair during the Meeting.

Lodge a direct vote

You may cast your vote in advance of the Meeting by following the instructions on the voting form accompanying this Notice of Meeting. If you lodge a direct vote, you are voting directly and are not appointing a third party, such as a proxy, to act on your behalf.

If you have lodged a direct vote, and subsequently attend the Meeting, your attendance will cancel your direct vote. If you also appoint a proxy or representative, your direct vote will override any votes cast by the proxy or representative.

Appointing a proxy

Any shareholder who is entitled to attend and cast a vote at the meeting may appoint a proxy. The proxy does not need be a shareholder of the Company and may be an individual or a body corporate.

To appoint a proxy, Shareholders may:

- lodge their proxy form online at <https://au.investorcentre.mpms.mufg.com/> or
- return their signed voting form to the Company's Share Registry as indicated on the form.

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

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

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

If a proxy appointment is signed but does not name the proxy or proxies in whose favour it is given, the Chair of the Meeting will act as proxy.

If you appoint the Chair of the Meeting as your proxy, and you do not direct your proxy how to vote on an item of business set out in this Notice of Meeting, then by completing and submitting the voting form you will be expressly authorising the Chair of the Meeting to exercise the proxy and vote as the Chair of the Meeting decides on that item of business (even though Item 2 is connected directly or indirectly with the remuneration of members of the KMP and the Chair of the Meeting is a member of the KMP).

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

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

How to appoint or amend your proxy

If you wish to amend your proxy, contact the Share Registry on +61 1300 554 474 OR lodge a replacement proxy online by following these instructions:

1. Go to <https://au.investorcentre.mpms.mufig.com>
2. Select **Investor Login** or the **Single Holding** section
3. Enter: **3P Learning Limited** or **3PL** in the Issuer name field;
4. Enter your Holder Identification Number (HIN) or Security Reference Number (SRN); postcode; and steps shown on the screen. Click **Login**.
5. Select the **Voting** tab and then follow the prompts.

Replacement proxy instructions must be received by the Share Registry no later than **10:30 am (AEDT)** on **Sunday 16 November 2025** (or if the Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Meeting in relation to the resumed part of the Meeting).

Corporate representatives and powers of attorney

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

If a corporate representative is to attend the Meeting, the appropriate *Certificate of Appointment of Corporate Representative* must be received by the Share Registry via email at support@cm.mpms.mufig.com no later than 10:30 am (AEDT) on Sunday 16 November 2025.

If a voting form is completed under power of attorney, a certified copy of the power of attorney must be received by the Share Registry by no later than 10:30 am (AEDT) on Sunday 16 November 2025. If you have not previously lodged your certified copy of the power of attorney, please attach it to the voting form when you return it.

Voting forms and the accompanying documents can lodged with the Share Registry online at <https://au.investorcentre.mpms.mufig.com>, be faxed to (+61 2) 9287 0309, or mailed to the address on the voting form.

Participating at the meeting

Shareholders will be able to participate in the Meeting by attending in person, or by submitting their questions ahead of the meeting.

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

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

A representative of the Company's Independent Auditor, KPMG, will attend the meeting. As the Meeting considers the reports, the Chair will allow a reasonable opportunity for shareholders at the Meeting to ask the auditor's representative questions relevant to the:

- conduct of the audit;
- preparation and content of the Auditor's Report for the financial year ended 30 June 2025;
- accounting policies adopted by the Company in relation to the preparation of the financial statements contained in the Financial Report for that year;
- independence of the auditor in relation to the conduct of the audit.

How to lodge questions before the meeting

Any questions can be lodged online at <https://au.investorcentre.mpms.mufg.com> or by using the form and reply paid envelope provided with the notice of Meeting.

Shareholders can also email questions to investors@3plearning.com.au and must include including their full name, address and SRN or HIN.

Explanatory Notes

These notes form part of the 2025 AGM Notice of Meeting and are intended to provide shareholders of the Company with information to assess the proposed resolutions. The Directors recommend that shareholders read these Explanatory Notes in full before making any decision in relation to the resolutions.

1. Receipt of Annual Financial Report

In accordance with section 317 of the Corporations Act, the Company is required to lay before the Annual General Meeting the reports of the Directors and Auditors for the year ended 30 June 2025, and the Financial Report, including the Financial Statements of the Company, for the year ended 30 June 2025.

These reports are contained in the Company's 2025 Annual Report which is available on the Company's website at <https://www.3plearning.com/investors/results/>.

Shareholders will be able to ask questions and the Chair of the Meeting will direct written questions received in advance to the Company's auditor, KPMG (the Auditor), if the question is relevant to:

- the conduct of the audit in relation to the financial statements;
- the accounting policies adopted by the Company in relation to the financial statements;
- the preparation of the content of the Auditor's Report to be considered at the Meeting; or
- the independence of the auditor in relation to the conduct of audits.

The Corporations Act does not require a formal resolution of shareholders on these reports. Accordingly, there will be no formal resolution put to the AGM.

2. Adoption of the FY25 Remuneration Report

Shareholders are invited to consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

"That the Remuneration Report for the financial year ended 30 June 2025 be adopted."

The Remuneration Report is presented within the Directors' Report on pages 45-62 of the Company's 2025 Annual Report. It is available on the Company's website at <https://www.3plearning.com/investors/results/>. The Remuneration Report sets out the remuneration policy for the Company and explains the remuneration arrangements for the Directors, the CEO and other KMP.

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

Shareholders will have the opportunity to ask questions or provide comments on the Remuneration Report. This shareholder resolution is advisory only. The Board will however take the outcome of the vote, as well as shareholder feedback, into consideration when reviewing the remuneration framework for future years. Shareholders should also note that if 25% or more votes cast are against the Remuneration Report, the first element in the Board spill provisions contained in the Corporations Act (i.e. the "two strikes" rule) will be triggered and would affect next year's AGM.

The Board unanimously recommends that shareholders VOTE IN FAVOUR of this resolution.

The Chair of the Meeting intends to vote all available proxies IN FAVOUR of this resolution.

3. Re-election of Director

Re-election of Mr Craig Coleman as director

Shareholders are invited to consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Mr Craig Coleman, who retires in accordance with rule 10.3 of the Company’s Constitution, and being eligible for re-election, be re-elected as a Non-Executive Director of the Company.”

Article 10.3 (a) of the Company’s Constitution provides that a director must not hold office without re-election past the third annual general meeting following their last election, or for more than three years, whichever is the longer. Mr Craig Coleman, who retires from office at the conclusion of the 2025 AGM, and who is eligible to stand for re-election, offer themselves for re-election to the Board.

Mr Coleman is an accomplished director and brings his extensive experience from a range of senior executive and director appointment positions across his 30-year career in corporate advisory, banking and finance, and funds management. These roles included Mr Coleman’s prior appointment as managing director of ASX-listed Home Building Society, executive roles in ANZ Banking Group and as non-executive director of E*TRADE Australia.

Currently Craig is Chair and Non-Executive Director of Sports Entertainment Group (ASX: SEG), Non-Executive Director of GTN Limited (ASX: GTN) and Non-Executive Director of Coventry Group Ltd (ASX: CYG).

Craig is also co-founder and Managing Partner of Viburnum Funds Pty Ltd, who is a significant shareholder in the Company. Craig has served as a director of the Company since November 2022.

The Board (with Mr Coleman abstaining) recommends that shareholders VOTE IN FAVOUR of this resolution to re-appoint Craig Coleman as a Non-Executive Director.

The Chair of the Meeting intends to vote all available proxies IN FAVOUR of this resolution.

(End)

LODGE YOUR VOTE



ONLINE

<https://au.investorcentre.mpms.mufg.com>



BY MAIL

3P Learning Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND*

MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



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VOTING FORM

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

STEP 1 Please mark either A or B

A

VOTE DIRECTLY



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



in relation to the Annual General Meeting of the Company to be held at **10:30am (Sydney time) on Tuesday, 18 November 2025**, and at any adjournment or postponement of the Meeting.

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

OR

B

APPOINT A PROXY



the Chairman
of the Meeting
(mark box)

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am (Sydney time) on Tuesday, 18 November 2025 at 3P Learning, Ground Floor, 655 Parramatta Road, Leichhardt NSW 2040 (the Meeting)** and at any postponement or adjournment of the Meeting.

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

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

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

2 Adoption of the FY25 Remuneration Report

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3 Re-election of Mr Craig Coleman as a director

☐	☐	☐
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

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



HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

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

VOTING UNDER BOX A

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

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

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

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

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

VOTING UNDER BOX B – APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufig.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufig.com/en/mufg-corporate-markets.

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (Sydney time) on Sunday, 16 November 2025**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

<https://au.investorcentre.mpms.mufig.com>

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



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufig.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



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



BY MAIL

3P Learning Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

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

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

LODGE YOUR QUESTIONS



ONLINE

<https://au.investorcentre.mpms.mufg.com>



BY MAIL

3P Learning Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND*

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



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



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Please use this form to submit any questions about 3P Learning Limited ("the Company") that you would like us to respond to at the Company's 2025 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, MUFG Corporate Markets (AU) Limited, by **10:30am (Sydney time) on Tuesday, 11 November 2025**.

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

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

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☐
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Performance or financial reports
Remuneration Report
My question is for the auditor

☐
☐
☐

A resolution being put to the AGM
Sustainability/Environment
Future direction

☐
☐

General suggestion
Other

☐
☐
☐

Performance or financial reports
Remuneration Report
My question is for the auditor

☐
☐
☐

A resolution being put to the AGM
Sustainability/Environment
Future direction

☐
☐

General suggestion
Other

QUESTIONS