Notice of 2026 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 Thursday 19 November 2026** 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 2026.

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

2. Resolution 1 Adoption of the FY26 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 2026 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. Resolution 2 Re-election of Mr Mark Lamont as a Director

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

"That Mr Mark Lamont, who retires in accordance with ASX Listing Rule 14.4 and article 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 Lamont has served the Company as an Independent Non-Executive Director since March 2018.

The Board (with Mr Lamont abstaining) recommends that shareholders vote in favour of this resolution.

4. Resolution 3 Approval to Issue Securities under the 3P Learning Limited Performance Rights, Share Appreciation Rights and Options Plan

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

*"That, for the purpose of ASX Listing Rule 7.2 Exception 13 and for all other purposes, the 3P Learning Limited Performance Rights and Options Plan (**Plan**) as described in the Explanatory Memorandum accompanying the Notice of Meeting be approved for the issue of securities under the Plan."*

A voting exclusion applies to this resolution (see further below). The Board recommends that shareholders vote in favour of this resolution.

Voting exclusion statement - Resolution 1 – Remuneration Report

In accordance with section 250R(4)-(5) of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a member of the key management personnel (KMP) whose remuneration details are included in the 2026 Remuneration Report; or
- a closely related party of such member of the KMP (including close family members and companies the KMP controls).

However, this does not apply to a vote cast in favour of a resolution by or on behalf of:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
    - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act 2001 (Cth), a vote must not be cast on resolution 1 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

For the purpose of the voting exclusion above, "key management personnel" and "closely related party" have the same meaning as set out in the Corporations Act.

Voting exclusion statement – Resolution 3 – Issue Securities under the 3P Learning Limited Performance Rights and Options Plan (the Plan)

For the purposes of ASX Listing Rule 14.11 and the Corporations Act, the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- any person who is eligible to participate in the Plan; or
- closely related parties or associates of that person or persons.

However, this voting exclusion does not apply to a vote cast in favour of Resolution 3 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
    - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Voting entitlements

The Directors have determined, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that persons who are registered holders of shares of the Company as at 7.00pm (AEDT) on Tuesday 17 November 2026 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

Eryl Baron
Company Secretary
13 October 2026

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.

Voting 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.

Voting in advance of the Meeting

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.mufg.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 **Tuesday 17 November 2026** (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, to facilitate smooth registration please submit the appropriate *Certificate of Appointment of Corporate Representative* form to the Share Registry via email at support@cm.mpms.mufg.com before 10:30 am (AEDT) on Tuesday 17 November 2026.

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 Tuesday 17 November 2026. 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.mufg.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 2026;
- accounting policies adopted by the Company in relation to the preparation of the financial statements contained in the Financial Report for that year; and
- independence of the auditor in relation to the conduct of the audit.

How to lodge questions before the meeting

Written questions submitted to the auditor under s250PA of the Corporations Act will be addressed at the AGM and the Chair will allow a reasonable opportunity for the auditor to answer them. Deadline for submission is 10 November 2026

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 2026 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.

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 2026, and the Financial Report, including the Financial Statements of the Company, for the year ended 30 June 2026. These reports are contained in the Company's 2026 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.
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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.

Resolution 1 Adoption of the FY26 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 2026 be adopted."

The Remuneration Report is presented within the Directors' Report on pages 52-71 of the Company's 2026 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 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.

At the 2025 AGM 0.12% of votes were cast against adoption of the Remuneration Report, therefore the ”two strikes” threshold was not triggered.

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.

Resolution 2 Re-election of Mr Mark Lamont as Director

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

“That Mr Mark Lamont, who retires in accordance with ASX Listing Rule 14.4 and article 10.3 of the Company’s Constitution, and being eligible for re-election, be re-elected as a Non-Executive Director of the Company.”

Under ASX Listing Rule 14.4 and article 10.3(a) of the Company’s Constitution, a Director may not hold office for a continuous period in excess of three years or past the third annual general meeting following the Director’s appointment, whichever is the longer, without submitting for re-election. Resolution 2 provides for the re-election of Mr Lamont as a Director of the Company in accordance with the ASX Listing Rules and the Company’s Constitution. If shareholders do not approve the re-election, then Mr Lamont will cease to be a Director at the conclusion of the Meeting.

No other Company director is required to retire under ASX Listing Rules 14.4 or the Constitution.

Mr Lamont 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).

Mr Lamont has been Chair of EduGrowth Limited since January 2019, Chair of Typsy Group Pty Ltd since October 2021 and Non-executive Director of Year 13 Pty Ltd since July 2024. Prior to that Mr Lamont was Non-Executive Director of Education Services Australia Limited to 29 February 2024.

The Board assesses director independence annually and considers Mr Lamont to be independent notwithstanding his tenure of over 8 years.

Mr Lamont has served as an Independent Non-Executive Director of the Company since March 2018 and is the Chair of the People & Culture Committee and a member of the Audit and Risk Committee.

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

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

Resolution 3: Approval to Issue Securities under the 3P Learning Limited Performance Rights, Share Appreciation Rights and Options Plan

Resolution 3 seeks Shareholder approval for the issue of equity securities under the 3P Learning Limited Performance Rights and Options Plan (**Plan**) (i.e. the Company's employee incentive scheme). The Plan was last approved by Shareholders at the Company's AGM in 2015 and this Resolution is to refresh the approval in accordance with the ASX Listing Rules.

The Plan is designed to reward senior executives for the effective implementation of strategies that deliver sustained growth in Shareholder wealth and to also attract and retain talented personnel. The Plan is also designed to align the interests of executives and senior management with the interest of Shareholders by providing an opportunity for the participants to receive an equity interest in the Company.

ASX Listing Rules

ASX Listing Rule 7.1 generally limits the number of equity securities that a listed company can issue without shareholder approval over any 12-month period to 15% of the fully paid ordinary shares on issue at the start of that period (**15% Placement Capacity**).

ASX Listing Rule 7.2 Exception 13(b) sets out an exception to ASX Listing Rule 7.1, such that an issue under an employee incentive scheme does not use the Company's 15% Placement Capacity if, within 3 years before the date of issue, shareholders approve the issue of equity securities under the scheme as an exception to ASX Listing Rule 7.1 in accordance with the ASX Listing Rules.

If Shareholders approve Resolution 3, any issue of equity securities under the Plan during the next three-year period after the AGM will not use any of the Company's 15% Placement Capacity. However, this exception does not apply to the issue of equity securities to related parties of the Company under the Plan

If Shareholders do not approve Resolution 3, any issue of equity securities will use the Company's 15% Placement Capacity, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue of the securities.

An approval under this Resolution 3 is only available to the extent that:

- any issue of equity securities under the Plan does not exceed the maximum number of securities proposed to be issued as set out below; and
- there is no material change to the terms of the Plan.

Background

3P Learning has established the Plan to assist in the motivation, retention and reward of eligible employees. The LTIP is governed by the Plan, under which performance rights or performance options are granted to participants. Each performance right entitles the participant to one share in 3P Learning, and each performance option entitles the participant to exercise the option, pay an exercise price and acquire one share in 3P Learning, at the time of vesting. Vesting is subject to meeting the conditions and financial considerations under the Plan.

Equity securities issued under the LTIP may be granted to employees, at this time Directors are not eligible to participate. Offers will be made at the discretion of the Board. The terms of the incentives granted under the LTIP will be determined by the Board as at the grant date and may therefore vary over time. 3P Learning will regularly assess the appropriateness of its incentive plans and may amend or replace, suspend or cease using the LTIP if considered appropriate by the Board. Historically, the performance period under the LTIP has been typically 2 - 3 years and there is generally a 3P Learning share price hurdle metric that forms part of the performance conditions.

For the purposes of ASX Listing Rule 7.2 Exception 13 the following information is provided:

- A summary of the terms of the Plan is set out in **Attachment A.**
- A summary of movements of securities under the Plan are set out in this table:
- As shareholder approval of the plan has not been obtained since 2015, the Company has not been able to benefit from ASX Listing Rule 7.2 Exception 13(b) since 2018 and therefore issues under the plan have used the Company's 15% Placement Capacity.

Description of Movement	Quantity
Opening Balance 2015	10,557,674
Issued since 2015	18,622,075
Exercised	(100,000)
Lapsed	(21,446,505)
Closing Balance September 2026	**7,633,244**

- If approval is obtained from Shareholders, the maximum number of shares proposed to be issued under the Plan for the three years following the approval is 5% of the current number of fully paid ordinary shares on issue i.e. a maximum of 13,645,326 securities can be issued.
- This maximum number of shares is not intended to be a prediction of the actual number of equity securities to be issued under the Plan.
- If shareholders do not approve the LTIP, this may impact the Company's ability to incentivise eligible employees and align their interests with those of shareholders. The Directors consider that the LTIP is a cost effective and efficient incentive for the Company as opposed to alternative forms of incentives such as increased cash-based remuneration.

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

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

(End)

3P Learning

Better ways to learn

Summary of the 3P Learning Equity Incentive Plan

Explanatory summary for shareholders — Notice of Annual General Meeting

This summary explains the key rules of the 3P Learning Equity Incentive Plan (Plan), approved by shareholders on 2 October 2015 and amended by resolution of the Board on 17 December 2021. It is provided for shareholder information in connection with the Notice of Annual General Meeting. It is a summary only; the Plan Rules govern in the event of any inconsistency and are available for inspection by shareholders as set out at the end of this summary.

1. Types of awards

The Board may grant three types of award (each an Award) to eligible employees: an Option (a right to acquire a Share for a stated exercise price), a Performance Right (a right to receive a Share, or its cash equivalent, subject to vesting conditions), or a Share Appreciation Right (a right to receive Shares, or cash, equal in value to the gain of growth in the Company's share price above the notional exercise price (the reference price stated in the Award's invitation against which that gain is measured; unlike an Option's exercise price, it is not an amount payable to acquire Shares)). The Board decides which type of Award is offered in each case.

2. Eligibility and invitation

The Board determines which permanent full-time or part-time employees of 3P Learning Limited or its subsidiaries may participate. An invitation to apply for Awards sets out the number and type of Awards offered, any exercise price or notional exercise price, the applicable vesting conditions, whether the Award carries an entitlement to cash payments equivalent to dividends, and whether a restriction period will apply to Shares received on vesting.

3. Vesting and cessation of employment

An Award vests once the Board confirms that its vesting conditions have been satisfied or waived. The Board may accelerate vesting where a participant is a Good Leaver (redundancy, retirement, death, total and permanent disability, or any leaver who is not a Bad Leaver) or where a change-of-control event occurs.

An Award lapses if it can no longer meet its vesting conditions, on the relevant expiry date, or if the participant becomes a Bad Leaver (resignation other than by retirement, dismissal for cause, or a Board determination). The Board may also determine that unvested awards lapse where a change-of-control event occurs.

4. Exercise and delivery of Shares

Once vested, Options and Share Appreciation Rights may be exercised (Options may also be exercised cashlessly, net of the exercise price) and Performance Rights are satisfied automatically. Within 30 days, the Company must deliver Shares, by issue, transfer or allocation, or, if the invitation allows it, pay the cash equivalent. For a Performance Right, the reward is an amount equal to the Market Price of a Share, and for an Option or Share Appreciation Right, the reward is an amount equal to the gain in value above the exercise price or notional exercise price, calculated by reference to Market Price. Shares delivered rank equally with the Company's existing ordinary shares and, where quoted, an application will be made for their quotation on ASX.

5. Restrictions, malus and clawback

Participants cannot sell, assign, encumber or hedge their Awards; doing so causes the Award to lapse immediately. Shares delivered on vesting may be subject to a restriction period, enforced by a holding lock, as set out in the invitation. The Board may reduce, cancel or claw back Awards, related sale proceeds or dividend equivalent payments where a participant has engaged in fraud, dishonesty, serious misconduct or a material breach of duty, or where a grant is no longer justified in light of matters that later come to light.

6. Adjustments, administration and amendment

The number of Shares under an Award, and any exercise price, are adjusted for bonus issues, rights issues, share consolidations or other capital reorganisations, in the manner required by the ASX Listing Rules (or, where the Listing Rules do not prescribe an adjustment, as the Board determines acting reasonably). The Board administers the Plan and may delegate its powers to a committee, a related body corporate or a third party. The Board may amend the Plan Rules at any time but cannot materially reduce a participant's existing rights except to comply with law, the Listing Rules or the Company's constitution, to correct an error, to enable a Group Member to obtain an income tax deduction, to reduce fringe benefits tax or other tax payable by the Trustee or an Employer, or to improve tax outcomes for participants generally. The Board may suspend or cancel the Plan without affecting rights that have already vested. The Plan terminates if the Company is wound up, or if the Board determines that the Plan is to be wound up (rule 14). The Plan Rules are governed by the laws of New South Wales.

A copy of the full Plan Rules is available for inspection by shareholders free of charge at 655 Parramatta Road, Leichhardt NSW 2040 up to the date of the Annual General Meeting.