

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme 3P LEARNING LIMITED

ACN/ARSN 103 827 836

1. Details of substantial holder (1)

Name National Nominees Ltd ACF Australian Ethical Investment Limited

ABN 51 004 278 899

There was a change in the interests of the substantial holder on 21/06/2019

The previous notice was given to the company on 28/08/2017

The previous notice was dated 28/08/2017

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes (5)	Voting power (6)	Person's votes (5)	Voting power (6)
Ordinary Shares	16,546,397	11.89%	17,964,903	12.89%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of Change	Person whose relevant interest changed	Nature of Change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Please refer to Annexure A					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
National Nominees Ltd	National Nominees Ltd ACF Australian Ethical Investment	National Nominees Ltd ACF Australian Ethical Investment	Holder of security	17,964,903 Ordinary F/P	12.89%

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
National Nominees Ltd	Level 12, 500 Bourke St, MELBOURNE VIC 3000
Australian Ethical Investment Limited	GPO Box Centre Sydney, GPO Box 8, Sydney NSW 2001

Signature

Print name: Tracey Meadows

Capacity: Team Leader – Senior Fund Accountant

Sign here: Date: 25/06/2019

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B (7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

3PL	3PL Learning Limited					
National Nominees Ltd ACF Australian Ethical Investment Ltd	% This Report	% Previous Report	%Movement	AEI Holding	Issued Shares	
Holds	12.89	11.89	1.00	17,964,903	139,334,170	

Notice Required: Form 604 - Notice of change of interest of substantial holder

Date of Change	Person whose relevant interest changed	Nature of Change	Consideration given in relation to change	Class and number of securities affected	Person whose votes affected
	National Nominees Ltd ACF Australian Ethical Investment Ltd				National Nominees Ltd ACF Australian Ethical Investment Ltd
21/06/2019	ditto	Buy	394,448.59	401,615	ditto
09/04/2019	ditto	Buy	5,715.91	5,484	ditto
08/04/2019	ditto	Buy	1,792,735.36	1,720,000	ditto
08/04/2019	ditto	Buy	291,840.64	280,000	ditto
05/04/2019	ditto	Buy	3,787.68	3,634	ditto
04/04/2019	ditto	Buy	51,072.11	49,000	ditto
03/04/2019	ditto	Buy	37,084.33	35,590	ditto
02/04/2019	ditto	Buy	12,189.23	11,924	ditto
01/04/2019	ditto	Buy	8,244.68	8,105	ditto
11/10/2018	ditto	Buy	7,178.15	6,395	ditto
04/10/2018	ditto	Buy	12,218.02	10,885	ditto
04/05/2018	ditto	Buy	62,904.28	44,833	ditto
03/05/2018	ditto	Buy	76,643.71	55,167	ditto
28/02/2018	ditto	Sell	3,082.35	1,993	ditto
26/02/2018	ditto	Sell	19,643	12,539	ditto
22/02/2018	ditto	Sell	101,077	64,091	ditto
21/02/2018	ditto	Sell	147,534	92,574	ditto
20/02/2018	ditto	Sell	21,276	13,391	ditto
19/02/2018	ditto	Sell	21,160	13,022	ditto
16/02/2018	ditto	Sell	125,334	76,026	ditto
16/02/2018	ditto	Sell	24,729	15,000	ditto
15/02/2018	ditto	Sell	247,354	150,000	ditto
15/02/2018	ditto	Sell	745,123	451,846	ditto
17/10/2017	ditto	Sell	28,226	21,760	ditto
16/10/2017	ditto	Sell	77,114	59,381	ditto
16/10/2017	ditto	Sell	12,986	10,000	ditto
12/10/2017	ditto	Sell	127,208	95,856	ditto
10/10/2017	ditto	Sell	63,435	47,768	ditto
09/10/2017	ditto	Sell	33,182	25,000	ditto
09/10/2017	ditto	Sell	84,785	63,879	ditto