



2018 Annual Report



3P Learning

3P Learning Limited
ABN 50 103 827 836
www.3plearning.com

A message from the Chairman and CEO

Dear Fellow Shareholders,

The education technology sector continues to experience tailwinds with internet in schools growing, the proliferation of lower cost devices and mobile penetration all set to grow this sector to US\$252Bn globally by 2020. Against this backdrop, 3P Learning completed year 2 of its 3-year strategic plan which had its focus on strengthening our product portfolio and building a scalable sales and marketing platform to profitably grow the business globally.

We are pleased to report that execution against that plan is on track and already showing evidence of its benefits. In Financial Year 2018, group revenue grew by 6% and Underlying Core EBITDA grew by 23% reflecting continued cost management as well as annualised benefits of establishing a more scalable and efficient operating model. The revenue result reflects our first full year impact of our withdrawal from IntoScience as we strategically reset the business to focus on maths and literacy.

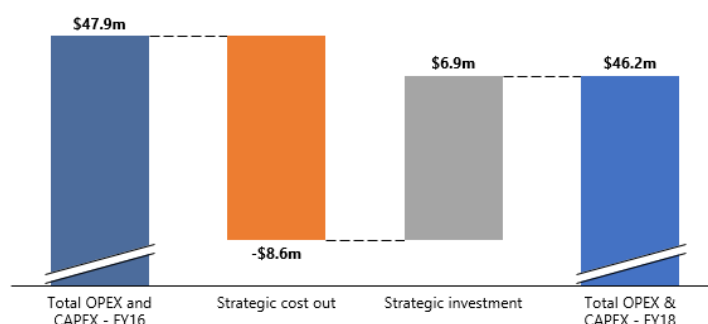
Key Financial Information A\$M (unless stated)	FY2018	FY2017	Variation %
Revenue	55.4	52.5	6%
Underlying Core EBITDA	19.6	16.0	23%
Underlying Core Net Profit after Tax	7.1	6.3	13%
Statutory Net Profit after Tax	(18.7)	(7.3)	(156%)
Underlying Earnings Per Share (cents)	4.7	4.4	7%
Cash / Net Debt	23.0	(6.2)	471%

APAC revenue grew by 8%, EMEA was flat but in line with our expectation given reduced educational expenditure in the UK. Revenue in the Americas grew by 4% following a year of transition but that region is now poised for stronger and more profitable growth in FY19 and beyond. We will elaborate on the USA a little later.

Licence growth was impacted by our focus on profitable revenue growth, especially in the USA market where we addressed unprofitable product bundling, as well as the non-renewal of legacy and low ARPU contracts in the Middle East. All regions expanded ARPU and the Americas region made a strong EBITDA contribution.

Underlying Core NPAT was up 13% year on year and we ended the year debt free as signaled at the start of the financial year, but now with \$23M cash on hand following the sale of Learnosity.

Importantly, we were able to drive both top line and bottom line growth while continuing to invest in our strategic plan. More specifically, as the graph below shows, we made \$6.9M in incremental investments against our strategic priorities and at the same time removed \$8.6M of cost as well as enjoying the benefits of a more efficient operating model.





We also made significant investments in the most important ingredient to 3P's success and that is the wonderful people that make up 3P Learning. Throughout FY18 we invested in improved benefits, better market benchmarking for salaries, 'love learning' development plans, stronger career progression opportunities, the introduction of a company wide bonus as well as 3 additional days off per year for our people to focus on their individual passion and purpose.

We also completed our second year of participating in the *Great Place to Work*® Institute global survey and we saw key improvements in the focus areas we identified last year as well as an overall increase in employee engagement and our company ranking. One of the exciting initiatives in our people agenda has been the refresh and relaunch of our company values. We wanted our values to really capture the spirit of who we are – quirky, playful, fun and grounded in our purpose of 'inspiring a love of learning'.

The year ahead

In Financial Year 2019, we expect another modest year of revenue growth but with sales growth momentum in the latter part of FY19 and into FY20 and beyond. Growth will be fueled by product, customer and geographic expansion as well as improvement in retention.

In terms of regional performance our expectation is that APAC will see continued revenue growth ahead of cost growth with the benefits of reduced cost of acquiring customers (CAC).

In EMEA, we expect education spending to stabilise and improvements in the market. Following a year of transition, we expect the Americas, and specifically the USA, to be poised for growth in the latter part of FY19 with improved product and investment in strategic sales people. We expect that margins may contract but that region will continue to make an overall contribution to the group.

Thank you

Once again, we both want to say a heartfelt thank you to the extraordinary team at 3P Learning, each of whom has contributed to the success, not only of our Company during the year, but also in helping children all over the world achieve their own potential. Our colleagues on the Board have provided exceptional support and leadership during this year and we are more than grateful to them.

Finally, we are deeply appreciative of the support from our shareholders, schools, teachers, education administrators, parents and students who place their confidence in 3P Learning.

Thank you.

Yours sincerely,

Samuel Weiss
Chairman

Rebekah O'Flaherty
CEO and Managing Director



3P Learning Limited
Directors' report
30 June 2018

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 2018.

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:

Samuel Weiss (Chairman)
Rebekah O'Flaherty (Chief Executive Officer)
Roger Amos
Claire Hatton
Mark Lamont (appointed on 1 March 2018)

Principal activities

During the financial year the principal continuing activities of the Group consisted of developing, sales and marketing of online educational programs to schools and parents of school-aged students. There was no significant change in the nature of these activities during the year.

Dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Operating and financial review

Business overview

The Group is a global leader in online education with e-learning programs covering mathematics, spelling, literacy, reading and phonics. Our resources are fully aligned with over a dozen international curricula, reduce teacher workload and make learning fun. We have over 250 educators, engineers, product designers and other personnel based in seven countries, servicing schools in more than 100 countries.

Today we are trusted by over 5 million students in over 16,500 schools across the world. Our mission is to create a place where students, families and teachers love learning.

Financial review

The loss for the Group after providing for income tax and non-controlling interest amounted to \$18,688,000 (30 June 2017: loss \$7,106,000).

Operating and financial review (continued)

A reconciliation of adjusted earnings before interest, tax, depreciation and amortisation ('Adjusted EBITDA') to statutory profit after tax for the year is as follows:

	Consolidated	
	2018	2017
	\$'000	\$'000
Profit/(loss) attributable to owners of 3P Learning Limited	<u>(18,688)</u>	<u>(7,106)</u>
Non-controlling interest	5	(155)
Net profit/(loss) after income tax expense for the year	<u>(18,683)</u>	<u>(7,261)</u>
Non-cash impairment expense	-	15,285
Tax benefit on impairment expense	-	(3,386)
Non-cash loss on sale	25,259	134
Restructuring costs	-	1,869
Tax benefit on restructuring costs	-	(314)
Reduction in the United States of America tax rate	489	-
Underlying profit after income tax expense*	<u>7,065</u>	<u>6,327</u>
Income tax expense	3,621	2,112
Underlying profit before income tax expense**	<u>10,686</u>	<u>8,439</u>
Depreciation and amortisation expense	8,285	6,474
Interest income	(23)	(26)
Finance costs	624	1,074
Underlying core EBITDA***	19,572	15,961
Share of profits of associates	<u>(567)</u>	<u>(703)</u>
Adjusted EBITDA****	<u>19,005</u>	<u>15,258</u>

* Underlying profit after income tax expense represents reported profit after income tax expense of the Group, excluding restructuring costs, impairment expense, non-cash loss on sale and the tax impact of these items.

** Underlying profit before income tax expense represents reported profit before income tax expense of the Group excluding restructuring costs, impairment expenses and non-cash loss on sale.

*** Underlying core EBITDA represents earnings before interest, tax, depreciation and amortisation, excluding restructuring costs, impairment expense and non-cash loss on sale.

**** Adjusted EBITDA represents earnings before interest, tax, depreciation and amortisation, excluding restructuring costs, impairment expense, non-cash loss on sale and share of profit of associates.

The directors have provided adjusted EBITDA, underlying core EBITDA, underlying profit before income tax expense and underlying profit after income tax expense ('Underlying Information') 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 profit after income tax expense, has been provided in order 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 profit after income tax expense 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. For this reason, the impact of restructuring costs, one-off non-cash losses and one-off non-cash expenses are excluded from the measurement of underlying profit after income tax expense.

Revenue

Total revenue for the year ended 30 June 2018 was \$55,367,000 (30 June 2017: \$52,445,000). Each of the geographic segments showed modest growth, reflecting an increase in average revenue per user ('ARPU') of 9% across the Group.

Operating and financial review (continued)
Performance

The loss for the Group after providing for income tax and non-controlling interest amounted to \$18,688,000 (30 June 2017: loss \$7,106,000).

All three of the Group's segments improved their sales revenue due to modest ARPU growth which was created from a focus on driving profitable revenue. Adjusted EBITDA performance in all segments improved due to revenue growth and cost management, particularly in employee costs.

Depreciation and amortisation expenses in the current year increased by \$1,811,000 to \$8,285,000. This was the result of the accumulation of capitalised product development and capitalised customer contracts.

Net interest expense in the current year was \$601,000 compared to \$1,048,000 for the previous year. This was caused by a lower average net debt balance and a lower weighted-average interest rate during the current year when compared to the previous year. The debt was fully repaid as at 30 June 2018.

A non-cash loss on sale of \$25,259,000 was recorded on the sale of Learnosity Holdings Limited during the year ended 30 June 2018. In the prior year a loss on sale of \$134,000 and a non-cash impairment charge of \$3,997,000 was recorded on the sale of Desmos Inc.

In the previous year, following a strategic review of all technology assets, a non-cash impairment of \$11,288,000 was made to address the carrying value of capitalised product development.

In the previous year one-off restructuring costs of \$1,869,000 relating to the cessation of our development operations in Pune, India and the consolidation of the real estate footprint in the Americas and APAC segments were recognised.

Segment review

Segment revenue for the year is as follows:

	2018 \$'000	2017 \$'000	Change \$'000	Change %
APAC	34,361	31,819	2,542	8.0%
Americas	7,996	7,664	332	4.3%
EMEA	13,010	12,972	38	0.3%
Total Revenue	55,367	52,455	2,912	5.6%

Segment adjusted EBITDA (excluding share of profits of associates) is as follows:

	2018 \$'000	2017 \$'000	Change \$'000	Change %
APAC	17,520	15,117	2,403	15.9%
Americas	(1,828)	(2,874)	1,046	(36.4%)
EMEA	3,313	3,015	298	9.9%
Total Adjusted EBITDA	19,005	15,258	3,747	24.6%

APAC segment

Modest revenue growth of 8% to \$34,361,000 was driven by ARPU growth of 6%, an increase in copyright licence fees of \$854,000. Adjusted EBITDA improved 15.9% to \$17,520,000 due to revenue growth and cost management.

Americas segment

Revenue in Americas grew 4.3% to \$7,996,000 driven by ARPU growth of 6%. Adjusted EBITDA improved \$1,046,000 due to revenue contribution, less growth in inter-segment royalties and operating cost management.

EMEA segment

EMEA recorded revenue growth of 0.3%, largely due to ARPU growth of 10%. Adjusted EBITDA increased 9.9% to \$3,313,000 due to revenue contribution, less growth in inter-segment royalties and operating costs management.

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Operating and financial review (continued)

The Group has net assets of \$19,008,000 (30 June 2017: \$34,407,000) which have declined from the previous year due to the \$25,259,000 non-cash loss on sale of Learnosity Holdings Limited and its impact on total comprehensive income.

As at 30 June 2018, the Group was in a net current liability position of \$3,956,000 (2017: \$24,627,000) of which \$25,958,000 (2017: \$28,928,000) is deferred revenue which is expected to be recognised as income in the next financial year with no further cash outflows to the Group. Further, there is \$20,000,000 (2017: \$20,500,000) available working capital debt facility. Accordingly, the financial statements continue to be prepared on a going concern basis.

Material Business Risks

The risk associated with the market requires management to continually focus on innovation and change to keep pace with competitors and new entrants to the market who may develop new technologies that could affect our business model. The Group invested \$9,716,000 (30 June 2017: \$9,218,000) in product development and software and this level of investment is expected to continue to remain competitive.

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:

Competition risks: The Group operates in a highly competitive industry and there are a large number of participants targeting the K-12 segment, many with significant resources and capital.

Distribution rights to 3rd Party Product risks: The Group does not own the intellectual property rights to Reading Eggs, Reading Eggspress and Mathseeds.

Technology: The Group's technology platforms and systems may be disrupted which could affect the Group's reputation, ability to generate income and financial performance.

Privacy and Data Security: As a technology-focused business, managing information security and safe guarding customer and student data is essential.

Change to school funding risk: The K-12 market is driven by our customers' ability to fund investment into technology. A decline in school funding could result in declined demand for our products.

Exchange rate risk: Volatility in exchange rates can impact the Group's ability to maintain or grow margins, However, 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 the British Pound). The Board believes that natural hedges presently mitigate any exchange rate volatility risk for the Group to an economically acceptable level.

Significant changes in the state of affairs

Divestments

On 25 May 2018, the Group sold its investment interest of 40% in Learnosity Holdings Limited, an assessment software business (<https://www.learnosity.com>), for total consideration of \$24,896,000 subject to completion adjustments and foreign exchange impacts.

The Group announced the discontinuation of its development operations in Pune, India in the previous year and subsequently divested its 60% interest in Mathletics LLP (India) during the reporting period (November 2017). Mathletics LLP (India) was the legal entity used for the Pune based development operations. The contribution of Mathletics LLP (India) to the Group's profit/loss from ordinary activities during the reporting period was a profit of \$5,000 (30 June 2017: loss of \$155,000).

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

Matters subsequent to the end of the financial year

No matter or circumstance has arisen since 30 June 2018 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.

Likely developments and expected results of operations

The Group's growth is expected to be supported by the continuing shift of consumers seeking more engaging and interactive online learning resources and resources with proven academic rigour.

The Group expects to focus on its core products and develop products in new subject areas. The Group also expects to establish a scalable sales and operational model to support its growth in both existing and new territories.

Environmental regulation

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

Information on directors

Name:	Samuel Weiss
Title:	Independent Non-Executive Chairperson
Qualifications:	AB, MS, FAICD
Experience and expertise:	Significant experience as a senior executive and as a Non-Executive Director in education, technology and consumer products companies in Australia, North America, Europe and Asia.
Other current directorships:	Chairman of Altium Limited (ASX: ALU) - Director since January 2007.
Former directorships (last 3 years):	Non-Executive Director of Orotan Group Limited (ASX: ORL) - from June 2003 to November 2015; Breville Group Limited (ASX: BRG) - from March 2008 to November 2015; Chairman of Ensogo Limited (ASX: E88) - Director from December 2013 to October 2016 and Surfstitch Group Limited (ASX: SRF) - from July 2016 to August 2017.
Special responsibilities:	Member of the Nomination and Remuneration Committee and Member of the Audit and Risk Committee
Interests in shares:	526,508 ordinary shares
Name:	Rebekah O'Flaherty
Title:	Chief Executive Officer
Qualifications:	B.Ec., MBA, GAICD
Experience and expertise:	Extensive experience in technology, digital, product development, sales, marketing and distribution across Asia Pacific, Europe and United States gained over 12 years with Hewlett Packard, Telstra and most recently Origin Energy.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	None
Interests in shares:	None
Interests in options:	4,659,928 options
Interests in rights:	500,000 performance rights
Name:	Roger Amos
Title:	Independent Non-Executive Director
Qualifications:	FCA, FAICD
Experience and expertise:	Over 35 years of experience in finance, business and accounting. Previously a partner at the international accounting firm KPMG for 25 years.
Other current directorships:	Non-Executive Director of REA Group Limited (ASX: REA) - since July 2006, Chairman of Contango Asset Management Limited (ASX: CGA) - Director since November 2017 and Deputy Chairman of Eneo Group Limited (ASX: EGG) - Director since November 2008.
Former directorships (last 3 years):	None
Special responsibilities:	Chairman of the Audit and Risk Committee and Member of the Nominations and Remuneration Committee
Interests in shares:	61,743 ordinary shares

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Name: Claire Hatton
Title: Independent Non-Executive Director
Qualifications: BSc, MBA, GAICD
Experience and expertise: Over 20 years of global experience in strategy, sales, marketing and operations. Significant experience in the digital and technology market. Previously held senior roles at Google, Travelport and Zuji.com.
Other current directorships: None
Former directorships (last 3 years): None
Special responsibilities: Chair of the Nominations and Remuneration Committee and Member of the Audit and Risk Committee
Interests in shares: 31,000 ordinary shares

Name: Mark Lamont
Title: Independent Non-Executive Director
Qualifications: BA., Dip Ed
Experience and expertise: Deep experience in the global education and EdTech sectors with particular expertise in technology and internet applications for education, international markets and strategic planning. Previously held roles with myinternet Ltd and Follett Corporation.
Other current directorships: None
Former directorships (last 3 years): None
Special responsibilities: Member of the Audit and Risk Committee and Member of the Nominations and Remuneration Committee
Interests in shares: None

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

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

Company secretary

Ms Marta Kielich (B.Com, LLB, AAICD, FGIA) was appointed as company secretary on 8 December 2017. Marta joined the Group in November 2016 and has over 10 years' experience in legal, regulatory and company secretariat roles in ASX listed companies, including with Origin Energy and the Australian Securities Exchange.

Mr Jonathan Kenny resigned as company secretary on 8 December 2017.

Meetings of directors

The number of meetings of the Company's Board of Directors ('the Board') and of each Board committee held during the year ended 30 June 2018, and the number of meetings attended by each director were:

	Full Board		Nomination and Remuneration Committee		Audit and Risk Committee	
	Attended	Held	Attended	Held	Attended	Held
Samuel Weiss	9	9	4	4	5	5
Rebekah O'Flaherty*	9	9	4	4	5	5
Roger Amos	9	9	4	4	5	5
Claire Hatton	9	9	4	4	5	5
Mark Lamont	3	3	1	1	1	1

Held: represents the number of meetings held during the time the director held office or was a member of the relevant committee.

* Rebekah O'Flaherty attended the Nomination and Remuneration Committee and Audit and Risk Committee meetings as an observer.

Letter from the Chair of the Nomination and Remuneration Committee

Dear Fellow Shareholder

The purpose of this introductory letter to the 2018 Remuneration Report is to set out the progress that we have made since last year and to clearly articulate our remuneration policies, how they have been applied in determining our compensation plans and how they support our company strategy and culture.

Fiscal 2018 has been the second year of the implementation of our strategic plan. Our Chief Executive Officer, Rebekah O'Flaherty, is leading the process to improve the underlying value in 3P Learning Limited and to become a global market leader in K-12 online education.

Our strategic priorities are to:

- strengthen our product portfolio,
- develop a scalable sales and marketing platform, and
- globalise our operating model.

Each is supported by a robust people and culture strategy.

Invest in our people

We're investing in making 3P Learning a *Great Place to Work*® (GPTW) and our second year of participation with the GPTW Institute's global survey saw improvements in several key areas identified last year and an overall increase. In 2019 we will continue this investment, especially with the establishment of 3P University, a customised program of learning & development resources focused on the skills required for our future which will enhance the digital and data capability of our people.

Remuneration

Remuneration is a key component of our people strategy to ensure that we attract and retain top talent with the skills that we need to deliver our plans and to align incentives to create shareholder value.

In 2016 we made some significant changes to our long term incentive (LTI) plan, and after a comprehensive review this year, we believe that our remuneration framework, comprising a mix of fixed compensation, and a performance based short term incentive (STI) and LTI, provide the right incentives for our Executive team to deliver our strategy and maximise shareholder value.

Consistent with the prior reporting period, our STI plan has two key hurdles; Revenue and EBITDA. We believe these are the most appropriate measures to tie performance to growth and profitability and will apply for grants with respect to FY19. Grants of options to the senior executive team under the LTI plan also have two financial hurdles; revenue and EPS, measures that reflect the Company's desire to accelerate top line growth and shareholder value.

Your Board believes that the best way to align our Leadership Team with the expectations of shareholders for capital appreciation is to create an "owner operator" culture with significant share incentives for outstanding performance and long term commitment to the Company. We plan to review our current LTI Plan to consider how best to instill an 'owner operator' environment and will keep you apprised of our progress.

Rebekah O'Flaherty joined 3P Learning as Chief Executive Officer on 1 June 2016. The Remuneration Report includes full details of Rebekah's salary and benefits package, including all share based benefits that were approved by shareholders last year. Rebekah's remuneration package was benchmarked against the market and incentivises her to transform 3P Learning in the medium term. In addition to options and performance rights granted under the Company's LTI Plan that are subject to a substantial increase in shareholder value, Rebekah was offered an additional 100,000 performance rights which are time based to compensate her for the loss of share grants from her former employer.

Over the last 24 months Rebekah has led the transformation of 3P Learning Limited's core global operational systems, delivered important product improvements and significantly improved the profitability of the business. The divestment of Learnosity was an important milestone for the Company, allowing us to focus on our core business, eliminate debt and deliver \$23M cash to invest in growth. This year hasn't been without its challenges though with our mission to switch from

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Flash to HTML taking three months longer than we planned impacting renewals in the short term, and the complexity of building scale in the USA taking more adaptation across product and sales than was anticipated. Your Board has seen that Rebekah's ability to pivot, adapt and take difficult decisions has had a positive impact on 3P Learning Limited and its ability to deliver our strategy.

Jonathan Kenny, our Chief Financial Officer, took on the role of interim Chief Executive Officer for 3P Learning from January to June 2016. As disclosed in 2016, we extended a retention and reward grant of 300,000 shares to Jonathan in February 2016, in recognition of his performance as interim CEO and his ongoing contribution to the Group. These shares are subject to time based vesting dates:

- 100,000 were issued on 15 September 2016
- 100,000 were issued on 15 September 2017; and
- 100,000 are due to be issued on 15 September 2018.

Diversity and Inclusion

Diversity and inclusion is central to who we are at 3P Learning. Last year the Board set an aggressive target of 50% gender diversity at a Board and senior leadership team level as well as in aggregate across the organisation globally. At an aggregated level women comprised 56% of our employees globally as at 30 June 2018. At a senior leadership team level 41% were female as at 30 June 2018 which is slightly behind our target. This is due to a number of factors including the relatively small number of employees captured by our definition of senior leadership (17 in FY18), which has resulted in a decrease from 53% female at the end of FY17, as we reorganised and flattened our organisation structure and had a number of position vacancies at the 'senior leadership team' level as at 30 June 2018. Diversity, in its broadest sense, forms part of the Company's assessment of candidates for all roles, including those senior leadership roles where vacancies existed as at 30 June.

Additionally, we have carried out a pay equity review to ensure there is no inherent bias in our rewards system. As noted earlier, this year we conducted the *Great Place to Work* survey for the second time, and again received positive results which highlighted that employees rated highly that "they belonged and could be themselves".

Governance Changes

At this year's Annual General Meeting (AGM), Mark Lamont, who joined our Board on 1 March 2018, will stand for election & I will stand for reelection. Both our profiles and credentials can be found in the Annual Report, our Corporate Governance Statement and will be supplemented by further information in the Notice of Meeting which will be distributed to shareholders later in the year.

After reviewing the composition of our Board last year we decided that the Company would be better served with a broader set of Director skills, particularly related to Education and Education Technology experience. We have published our Board Skills Matrix and after the appointment of Mark Lamont, who has already made a significant contribution, we feel confident that we have the right skills represented.

Our business is at an important point in its evolution and we believe the right foundations and strategy are in place to restore the underlying value in 3P Learning and grow the business to be a global market leader in K-12 online education.

3P Learning and I welcome your feedback so we can continue to evolve our remuneration and governance framework.

Yours sincerely



Claire Hatton
Chair of the Nomination and Remuneration Committee

16 August 2018

Remuneration report (audited)

This remuneration report outlines the remuneration arrangements and outcomes for the key management personnel ('KMP') for the financial year ended 30 June 2018 ('FY18'). It has been prepared and audited against the disclosure requirements of the Corporations Act 2001 and its Regulations.

The remuneration report is presented under the following headings:

- Letter from the Chair of the Nomination and Remuneration Committee (not audited)
- People covered by the Remuneration Report
- Overview of 3P Learning remuneration policy
- Details of senior executive remuneration structure
- Non-executive directors' remuneration
- Service agreements
- Share-based compensation
- Additional disclosure relating to key management personnel

People covered by the Remuneration Report

The KMP of the Group are those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including all directors, whether executive or non-executive. The people listed in the table below are the individuals who have been determined to be KMP during the financial year.

Name	Position and/or Board Committees	Term as KMP
Non-Executive Directors (NEDs)		
Samuel Weiss	Independent Chairman	Full year
Roger Amos	Independent Director	Full year
Claire Hatton	Independent Director	Full year
Mark Lamont	Independent Director	From 1 March 2018
Executive Director		
Rebekah O'Flaherty	Chief Executive Officer	Full year
Other KMP		
Jonathan Kenny	Chief Financial Officer	Full year

Although focused on the remuneration arrangements and outcomes for the KMP listed in the table above, this report also outlines information about the remuneration policy and arrangements for the Group's senior executive team more broadly. The term 'Executive KMP' is a reference to the Executive Director plus Other KMP. The term 'senior executives' is a collective reference to Executive KMP plus non-KMP members of the senior executive team.

Overview of 3P Learning remuneration policy

The Nomination and Remuneration Committee ('NRC') 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 senior 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, motivate and retain high performance and high quality personnel.

The Group's senior executive reward framework is based on objectives to:

- drive growth and profitability;
- align senior executive rewards with achievement of strategic objectives and the delivery of shareholder value; and
- provide competitive remuneration packages that recognise both individual and organisational performance.

The remuneration framework, and any potential changes to that framework, are assessed based on the following guiding principles:

- aligned to long term value creation
- fair for all stakeholders
- simple to understand and administer
- motivating to executives
- explicitly encourages more executive ownership of the Company.

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The NRC and the Board have structured a senior executive remuneration framework that is market competitive, is 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 separate.

The Company has not engaged any remuneration consultants to advise on remuneration policy or the structure or level of executive remuneration.

Executive remuneration policy and structure

The senior executive remuneration structure has three key components stated below, including what the Board has agreed is the optimal mix between fixed and 'at risk' components for the Chief Executive Officer and senior executives. Details for each of the individual components in FY18 are as follows:

Fixed	Variable or "At Risk" Performance Based	
Fixed remuneration <i>Attracts and retains high performance talent</i>	Short term incentive (STI) <i>Rewards current year performance</i>	Long term incentive (LTI) <i>Rewards longer term sustainable performance</i>
<ul style="list-style-type: none"> Fixed salary set by reference to appropriate benchmark information and experience of individuals Includes superannuation and salary-sacrifice non-monetary benefits 	<ul style="list-style-type: none"> 25 - 50% of fixed remuneration Annual cash incentive 12 month period Targets linked to group performance – revenue and core underlying EBITDA 	<ul style="list-style-type: none"> 25 - 50% of fixed remuneration Grant of options 3 year performance period Performance hurdles linked to group performance - revenue and EPS growth

[Executive remuneration](#)

Fixed remuneration

The objective of fixed remuneration is to provide a base level of compensation appropriate to the senior executive's role, responsibilities and experience.

Fixed remuneration is determined with reference to available market data including benchmarks, the scope of the role and the qualifications and experience of the individual.

Fixed remuneration includes base salary, non-monetary benefits, superannuation and other statutory components such as long service leave.

Fixed remuneration is reviewed annually by the NRC, based on individual and business unit performance, the overall performance of the Group, and comparable market remuneration. Superannuation in excess of the concessional contribution cap is provided as cash salary.

Senior executives may receive their fixed remuneration in the form of cash or other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs for the Group and provides additional value to the executive.

The fixed remuneration for the Chief Executive Officer is reviewed annually by the NRC, for approval by the Board, following consideration of her performance against her annual KPIs.

Performance based remuneration

The 'at risk' performance based remuneration components for senior 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.

The performance based components comprise a STI plan and a LTI plan, each of which is designed to link to key elements of the Group business plan and budget. Further information about the performance measures for the STI and LTI plan can be found in subsequent sections of this remuneration report.

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The table below shows the Company's performance history against these financial measures since the IPO in 2014.

Financial Year	2014	2015	2016	2017	2018
Revenue (\$m)	36	44	49	52.5	55.4
Underlying core EBITDA (\$m)	13	17	13	16.0	19.6
EPS (cents)	4.03	3.04	2.66	(5.11)	(13.42)

Executive remuneration

Details of statutory remuneration (Australian Accounting Standards ("AAS")) for Executive KMP, for the years ended 30 June 2018 and 30 June 2017, are set out below:

Executive KMP

	Salary	Cash STI*	Post employment benefits (Superannuation)	Accounting Value of LTI awards and additional incentives**	Total Remuneration	Performance related	Equity Based
	\$	\$	\$	\$	\$	%	%
R O'Flaherty (Chief Executive Officer)							
2018	585,000	331,168	25,000	83,888	1,025,056	40%	8%
2017	576,667	331,444	33,333	189,269	1,130,713	46%	17%
J Kenny (Chief Financial Officer)							
2018	363,000	210,644	25,000	89,235	687,879	44%	13%
2017	358,000	210,820	30,000	456,723***	1,055,543	63%	25%

*Cash STI is physically paid after the end of the financial year to which it relates, but is allocated to the earning year.

**LTI is that portion of the accounting value of LTI equity granted or to be granted for the current and prior periods attributable to the reporting period, and reflects the expected vesting outcome. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period.

*** Further information about Jonathan Kenny's incentives are detailed in the sections entitled 'Long term incentives' and 'Additional Incentives' below.

In line with general market practice a (non-AAS) presentation of pay with respect to the reporting period is provided below, to give shareholders a more informative picture of actual remuneration outcomes.

	Salary	Cash STI*	Post employment benefits (Superannuation)	LTI plan and additional incentives vested	Total Remuneration	Equity Forfeited
	\$	\$	\$	\$	\$	\$
R O'Flaherty (Chief Executive Officer)						
2018	585,000	331,168	25,000	-	941,168	-
2017	576,667	331,444	33,333	-	941,444	-
J Kenny (Chief Financial Officer)						
2018	363,000	210,644	25,000	106,000**	704,644	-
2017	358,000	210,820	30,000	295,500**	894,320	-

*Cash STI is physically paid after the end of the financial year to which it relates, but is allocated to the earning year.

** Further information about Jonathan Kenny's incentives are detailed in the sections entitled 'Long term incentives' and 'Additional Incentives' below. The cash basis values these share based payments as the market value of the shares on the relevant vesting date.

Short term incentives

What is the STI and who participates?

The remuneration of the Group's senior executives is linked to the Company's short term annual performance through a cash based STI. The Group STI program is designed to deliver sustainable performance and continued growth by retaining talent and rewarding performance. 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, in the short, medium and long term;
- position the Company to over achieve in future years;
- emphasise and reward team and Company performance outcomes;
- provide competitive and motivating reward opportunities;
- create a clear and transparent link between performance and rewards with minimum subjectivity; and
- be simple to administer and easily understood.

What are the performance measures?

Financial performance measures are set for senior executives based on profit and revenue targets. These targets are in turn derived from the Company's business plan and budget as the Board considers this to be the best way to ensure the aims of the business plan and budget are met. Currently, the Company's STI Plan does not include non-financial performance objectives. The performance measures are as follows:

Performance measure	Weighting
Revenue	50%
Underlying core EBITDA	50%

Why were these performance measures chosen?

The Board considers the financial measures to be appropriate as they are aligned with the Group's objective of delivering profitable growth and improved shareholder returns.

The Group operates in the fast moving and rapidly changing global environment of education technology in which a large number of companies, individuals, start-ups and even global technology giants like Amazon and Google are trying to establish themselves as credible suppliers to schools for education services. The Board believes that the Group is capable of achieving a market leading position in the countries in which it operates if senior executives are incentivised to deliver both rapid growth in revenue and consistent growth in earnings.

What is the amount senior executives can earn?

Financial measure – level of performance	% of Target incentive award*
Below Threshold (i.e. <95% of Target)	0%
Target	100%
Above Target (i.e. > 100% of Target)	Up to 160%

* Pro-rata payment made between these points

When are the performance conditions tested?

Performance conditions are tested and incentive payments under the STI plan are determined after the approval and release of the Company's full year results in August.

STI for the 2018 financial year

The target STI opportunity for the financial year ended 30 June 2018 was an amount equal to 25% of the senior executive's fixed remuneration (or 50% in the case of the Chief Executive Officer and Chief Financial Officer).

There were four senior executive participants in the STI program for FY18 (the CEO and three other C-level senior executives) and a total of \$714,887 will be paid to those senior executives as STI awards relevant to the FY18 period. Payment will be made after the release of the financial results for FY18.

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Specific information relating to the STI payable to the Chief Executive Officer and Chief Financial Officer for FY18 is set out below:

Executive KMP	Actual STI payment	% of Target STI payable
Chief Executive Officer	\$331,168	109%
Chief Financial Officer	\$210,644	109%

These payments are based on the following STI metrics for FY18:

Performance measure	FY18 – At Target	FY18 Performance	% of Target Incentive Award*	Weighting
Revenue	\$56,500,000	\$55,400,000	80%	50%
Underlying core EBITDA	\$16,500,000	\$19,600,000	137%	50%

*Based on the metrics outlined under "What is the amount senior executives can earn?" on the previous page

Long term incentives

The objective of the LTI plan is to link the long term reward for senior executives with the creation of shareholder value through the allocation of equity awards which are subject to specific performance conditions.

The senior executive team has been tasked with driving significant growth for shareholders. The choice of options as the equity vehicle under the plan is in recognition of the high growth nature of online education and its fragmented early stage state in global markets. This should maximise the opportunity for the senior executive team to benefit from that growth in a way that is consistent with providing value for shareholders.

What are the objectives of the LTI?

The key objectives of the LTI program are to:

- align executive performance with shareholder return;
- drive and reward outstanding performance against three year strategic financial and operational performance objectives;
- emphasise and reward senior executives for long term Company performance outcomes;
- provide competitive reward opportunities that motivate participants; and
- create a clear and transparent link between long term performance and rewards with minimum subjectivity.

Who are the participants of the LTI?

The Chief Executive Officer and other C-level senior executives are eligible to participate in the LTI plan. As at 30 June 2018, there were 4 participants in the plan.

What are the performance measures?

Financial performance measures are set for grants of options to senior executives. To date, all grants of options under the LTI plan have performance conditions based on revenue and EPS targets. The revenue hurdle was chosen to reward participants for increasing the rate of growth for the Company. This hurdle is complemented by the EPS hurdle, which ensures that there is also focus on shareholder value.

Performance measure	Weighting
Revenue	50%
EPS	50%

The financial hurdles are independent of each other. One can be achieved without the other hitting threshold.

What is the amount that senior executives can earn?

Participants under the LTI plan can earn an 'at target' amount equal to a percentage of their annual fixed remuneration in the range of 25% - 50%. The number of options awarded depends on the fair value of an option at the time of the award

What are the key terms of the award?

Awards take the form of options. Each option represents a conditional right to acquire one share in the Company on exercise by payment of an exercise price. Options do not carry a right to vote or to dividends.

Grants are made in August or September of each year, following finalisation of the 30 June financial statements, are subject to pre-defined performance conditions and have a 3 year vesting (performance) period. Any options which do not meet the performance conditions at the end of the performance period will lapse.

Cessation of employment, Change of Control and Clawback

Options may lapse in the event that the relevant performance conditions are not met. In addition, if the relevant employee resigns or is dismissed, all unvested options are forfeited. If an employee leaves for any other reason the Board may determine the number of options which will lapse or be retained. Options may also be forfeited if a 'claw back' event occurs during the performance period. A claw back event includes circumstances where a senior 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. If a change of control event occurs, the Board has discretion to determine whether options will vest or lapse.

2018 LTI Award

The exercise price of options granted in FY18 was set at a premium of 43% to the Company's share price on the date of grant. The options expire four years after the grant date, or earlier if the performance conditions are not satisfied.

The number of options granted was determined by dividing the dollar award value by the value of the option at the time of grant (based on a two week volume weighted average price ('VWAP') of the Company's shares at that time).

The performance conditions for grants made during the year ending 30 June 2018 are based on the following:

- 50% of award to be tested based on compound annual growth in revenue; and
- 50% of award to be tested based on compound annual growth in EPS.

Each performance condition will be tested following finalisation of the annual financial results for the year ending 30 June 2020 (performance period).

The Board approved challenging threshold, target and stretch growth rates in respect of both the revenue and EPS hurdles, which are based on the Company's strategic plan and are reflective of the Company's growth objectives.

The following award schedule applies to both performance hurdles:

Performance level	% of options awarded that vest
Below threshold	0%
Threshold	80%
Target	100%
Stretch	150%

The Board has chosen to offer significant incentive opportunity if senior executives can substantially increase the rate of growth in revenue and EPS as the Board believes this is in the interest of the senior executive team and shareholders alike. The target hurdle has been set to be stretching but achievable and the stretch target to be particularly ambitious.

Performance conditions and disclosure of targets

The Board considers the combination of revenue and EPS hurdles an appropriate balance to ensure that 'top line' growth is pursued over the long term, whilst growth in earnings is maintained. In particular, the revenue hurdle has been adopted in light of the Group's desire to accelerate growth to achieve national and international expansion. The Board has selected EPS as a performance measure because it provides a relevant indicator of shareholder value and provides a clear target to drive and motivate senior executive performance.

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 options granted in FY18 will be disclosed in August 2020 after the applicable performance period.

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The first grant of options under the Company's LTI plan were made in FY17 (with performance conditions to be tested at the end of FY19) and consequently, none of the options on issue have vested or been forfeited based on performance conditions.

Additional incentives

As outlined in last year's remuneration report, as part of the remuneration package negotiated with Rebekah when she joined as Chief Executive Officer on 1 June 2016, Rebekah received an award of performance rights, which were subject to shareholder approval at the 2016 Annual General Meeting.

Those performance rights were issued during the financial year ended 30 June 2017, and include:

- (1) 400,000 performance rights under the LTI plan which are subject to specific long term performance indicators:
 - a) where the VWAP of the Company's ordinary shares for the period of 60 consecutive days after the date of release of the Company's annual results for the period ended 30 June 2019 is:
 - i) Less than \$3.95, none of the performance rights will vest;
 - ii) Greater than \$3.95 per share, 50% of the performance rights will vest;
 - iii) Greater than \$4.45 per share, 75% of the performance rights will vest; and
 - iv) Greater than \$5.70 per share, 100% of the performance rights will vest; and
 - b) any shares issued on vesting of any performance right shall be placed in escrow for a period of 12 months from the date of vesting.
- (2) 100,000 performance rights under the terms of the LTI plan which are subject to Rebekah remaining in the role of Chief Executive Officer until 1 September 2019.

Additionally, in recognition of Jonathan's increased responsibilities and ongoing contributions to the Group as Interim Chief Executive Officer during FY16, and in lieu of incentive payments with respect to FY16, it was determined that 300,000 ordinary shares and a cash bonus of \$194,000 were to be issued to Jonathan as a retention and reward bonus subject to continued employment. The first two issues of shares occurred on 15 September 2016 and 15 September 2017, and a subsequent allotment of 100,000 shares will be made in September 2018, subject to continued employment at that time. The Board may, at its absolute discretion, elect to issue some or all of these shares, regardless of the vesting dates. The cash bonus was paid in August 2017.

Non-executive directors' remuneration

Fees and payments to non-executive directors reflect the demands which are made on, and the responsibilities of, the directors. Non-executive directors have not been granted or issued equity as part of their remuneration. 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' fees and payments are reviewed annually by the NRC. The Chairman's fees are determined independently to the fees of other non-executive directors based on comparative roles in the external market.

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. 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. During the reporting period, an additional non-executive director was appointed to the Board, and as foreshadowed in the Company's 2017 Notice of Annual General Meeting, changes to Directors' fees were made following a compensation review.

The table below shows the structure and level of non-executive director fees (exclusive of superannuation) for the financial years ended 30 June 2017 and 30 June 2018.

Fee applicable	FY	Chair (\$)	Member (\$)
Board	2018	185,000	95,000
	2017	150,000	75,000
Audit and Risk Committee	2018	20,000	10,000
	2017	20,000	10,000
Nominations and Remuneration Committee	2018	20,000	10,000
	2017	20,000	10,000

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Details of the remuneration for the Chairman and independent non-executive directors for the financial years ended 30 June 2018 and 30 June 2017 are set out in the table below.

Name		Fees and allowances \$	Post-employment benefits \$	Total \$
S Weiss (Chairman)	2018	205,000	19,475	224,475
	2017	170,000	16,150	186,150
R Amos	2018	125,000	11,875	136,875
	2017	105,000	9,975	114,975
C Hatton	2018	125,000	11,875	136,875
	2017	105,000	9,975	114,975
M Lamont*	2018	38,333	3,642	41,975
	2017	-	-	-
Total	2018	493,333	46,867	540,200
	2017	380,000	36,100	416,100

*Mark Lamont joined the Board on 1 March 2018.

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, but may then be eligible for re-election.

Remuneration and other terms of employment for executives are formalised in employment agreements. The Chief Executive Officer and Chief Financial Officer do not have a fixed term contract with the Company. Details of the employment agreements as at 30 June 2018 are as follows:

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Name: Rebekah O'Flaherty
Title: Chief Executive Officer
Agreement commenced: 1 June 2016
Term of agreement: Open ended
Details: Rebekah will receive a fixed annual remuneration of \$610,000, inclusive of statutory superannuation. Rebekah will be eligible to receive an annual short term incentive with a target STI of 50% of her fixed annual remuneration, as determined by the Board. Payment of the cash bonus will depend on the Group's performance and Rebekah's achievement of certain key performance indicators or at the discretion of the Board. As part of a long term incentive package and subject to shareholder approval, Rebekah may be entitled to receive an equity based award under the LTI plan with a value equivalent to 50% of her fixed annual remuneration. Either party may terminate the employment contract by giving six months' notice in writing. The Company may terminate Rebekah's employment contract 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 Rebekah's employment contract immediately by notice in writing and without payment in lieu of notice. Upon the termination of Rebekah's employment contract, she will be subject to a restraint of trade period of 12 months. The Company may elect to reduce the restraint of trade period, or eliminate the period in its entirety. The enforceability of the restraint clause is subject to all usual legal requirements.

Name: Jonathan Kenny
Title: Chief Financial Officer
Agreement commenced: 1 July 2014
Term of agreement: Open ended
Details: Jonathan will receive annual fixed remuneration of \$388,000 inclusive of statutory superannuation. Jonathan will be eligible to receive an annual short term incentive with a target STI of 50% of his fixed annual remuneration, as determined by the Board. Payment of the cash bonus will depend on the Group's performance and Jonathan's achievement of certain key performance indicators or at the discretion of the Board. As part of a long term incentive package Jonathan may be entitled to receive an equity based award under the LTI plan with a value equivalent to 50% of his fixed annual remuneration. Either party may terminate the employment contract by giving six months' notice in writing. The Company may terminate Jonathan's employment contract 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 Jonathan's employment contract immediately by written notice and without payment in lieu of notice. Jonathan's employment contract also contains a post-employment restraint of trade period of up to 18 months. The Company may elect to reduce the restraint of trade period, or eliminate the period in its entirety. The enforceability of the restraint clause is subject to all usual legal requirements.

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Share-based compensation

Issue of shares

Details of shares issued to directors and other key management personnel as part of compensation during the year ended 30 June 2018 are set out below:

Name	Date	Shares	Issue price	\$
Jonathan Kenny	15 September 2017	100,000	\$1.41	141,000

Further information is available under the 'Additional Incentives' section of this report.

Options

Details of options issued to directors and other key management personnel as part of compensation during the year ended 30 June 2018 are set out below. No NEDs hold options, and no options have been granted since the end of the reporting period. The options were provided at no cost to the recipients. Details of the performance hurdles are included in the Long Term Incentive section of this Remuneration Report. No options lapsed or were exercised during the financial year ended 30 June 2018.

Name	Number	Grant Date	Accounting fair value	Exercise Price	Vesting Date**	Expiry Date
Rebekah O'Flaherty	2,644,509	9 Nov 2017*	\$0.331*	\$1.424	31 August 2020	31 Aug 2021
Jonathan Kenny	1,682,081	31 August 2017	\$0.173	\$1.424	31 August 2020	31 Aug 2021

*Options were granted on 31 August 2017, subject to shareholder approval. The options were subsequently issued to Rebekah on 9 November 2017 following the 2017 AGM. Consequently, the grant date for accounting purposes is 9 November 2017, and the accounting fair value for Rebekah's options was determined on 9 November 2017. The accounting fair value for Jonathan's options was determined on 31 August 2017 being the grant and issue date of those options.

**This is an approximate vesting date. Performance conditions are tested after finalisation of the FY20 full year financial results.

Performance Rights

No new performance rights were issued to directors or other key management personnel as part of compensation during the year ended 30 June 2018 and no performance rights have been granted since the end of the reporting period. No performance rights lapsed or were exercised during the financial year ended 30 June 2018. NEDs do not hold performance rights.

For further information about performance rights on issue, please refer to the 'Additional Incentives' section of this report.

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Additional disclosures relating to key management personnel

Shareholding

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

	Balance at the start of the year	Received as part of remuneration	Additions	Disposals /other	Balance at the end of the year
<i>Ordinary shares</i>					
Non-Executive Directors					
Samuel Weiss	526,508	-	-	-	526,508
Roger Amos	61,743	-	-	-	61,743
Claire Hatton	31,000	-	-	-	31,000
Mark Lamont*	-	-	-	-	-
Executive KMP					
Rebekah O'Flaherty	-	-	-	-	-
Jonathan Kenny	248,100	100,000	-	-	348,100
	867,351	100,000	-	-	967,351

*Mark Lamont joined the Board on 1 March 2018.

Other share based holdings

The number of performance rights and options held during the financial year by each director and other members of key management personnel of the Group, including their personally related parties, is set out below:

		Balance at the start of the year	Granted during the year	Vested	Expired/ forfeited	Balance at the end of the year
Rebekah O'Flaherty	Options	2,015,419	2,644,509	-	-	4,659,928
	Performance Rights	500,000	-	-	-	500,000
Jonathan Kenny	Options	1,281,938	1,682,081	-	-	2,964,019

This concludes the remuneration report, which has been audited.

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Environmental regulation

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

Shares under option

Unissued ordinary shares of 3P Learning Limited under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under option
02/09/2016	02/09/2020	\$1.26	2,334,525
21/11/2016	02/09/2020	\$1.26	2,015,419
31/08/2017	31/08/2021	\$1.42	3,063,221
09/11/2017	31/08/2021	\$1.42	2,644,509
			10,057,674

No person entitled to exercise the options had or has any right by virtue of the option to participate in any share issue of the Company or of any other body corporate.

Shares under performance rights

Unissued ordinary shares of 3P Learning Limited under performance rights at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under rights
21/11/2016	01/09/2019	\$0.00	100,000
21/11/2016	14/10/2019	\$0.00	400,000
			500,000

No person entitled to exercise the performance rights had or has any right by virtue of the performance right to participate in any share issue of the Company or of any other body corporate.

Shares issued on the exercise of options

There were no ordinary shares of 3P Learning Limited issued on the exercise of options during the year ended 30 June 2018 and up to the date of this report.

Shares issued on the exercise of performance rights

There were no ordinary shares of 3P Learning Limited issued on the exercise of performance rights during the year ended 30 June 2018 and up to the date of this report.

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. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

Indemnity and insurance of auditor

To the extent permitted by law, the Company has agreed to indemnify its auditors, Ernst & Young, 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 Ernst & Young during the financial year and up to the date of this report.

Proceedings on behalf of the Company

No person has applied to the Court under section 237 of the Corporations Act 2001 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.

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Non-audit services

Details of the amounts paid or payable of \$56,500 to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 25 to the financial statements.

The directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), 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 25 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as advocate for the Company or jointly sharing economic risks and rewards.

Officers of the Company who are former partners of Ernst & Young

There are no officers of the Company who are former partners of Ernst & Young.

Rounding of amounts

The Company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. 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.

Auditor's independence declaration

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

Auditor

Ernst & Young continues in office in accordance with section 327 of the Corporations Act 2001.

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

On behalf of the directors



Samuel Weiss
Chairman

16 August 2018
Sydney

Auditor's Independence Declaration to the Directors of 3P Learning Limited

As lead auditor for the audit of 3P Learning Limited for the financial year ended 30 June 2018, I declare to the best of my knowledge and belief, there have been:

- a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of 3P Learning Limited and the entities it controlled during the financial year.



Ernst & Young



Lisa Nijssen-Smith
Partner
16 August 2018

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3P Learning Limited
Statement of profit or loss and other comprehensive income
For the year ended 30 June 2018

	Note	Consolidated 2018 \$'000	2017 \$'000
Revenue			
	5	55,367	52,455
Share of profits of associates accounted for using the equity method	31	567	703
Other income	6	104	67
Expenses			
Employee benefits expense	7	(24,820)	(25,026)
Depreciation and amortisation expense	7	(8,285)	(6,474)
Professional fees		(1,020)	(1,775)
Technology costs		(3,512)	(2,755)
Marketing expenses		(2,011)	(1,959)
Occupancy expenses		(2,437)	(2,502)
Administrative expenses		(2,643)	(3,221)
Operating profit		11,310	9,513
Finance costs	7	(624)	(1,074)
Restructuring costs		-	(1,869)
Loss on disposal of investments	12	(25,259)	(134)
Impairment of assets	7	-	(15,285)
Loss before income tax (expense)/benefit		(14,573)	(8,849)
Income tax (expense)/benefit	8	(4,110)	1,588
Loss after income tax (expense)/benefit for the year		(18,683)	(7,261)
Other comprehensive income			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Net change in the fair value of cash flow hedges taken to equity, net of tax		-	(85)
Foreign currency translation		2,908	(2,273)
Other comprehensive income for the year, net of tax		2,908	(2,358)
Total comprehensive income for the year		<u>(15,775)</u>	<u>(9,619)</u>
Loss for the year is attributable to:			
Non-controlling interest		5	(155)
Owners of 3P Learning Limited		(18,688)	(7,106)
		<u>(18,683)</u>	<u>(7,261)</u>
Total comprehensive income for the year is attributable to:			
Non-controlling interest		5	(155)
Owners of 3P Learning Limited		(15,780)	(9,464)
		<u>(15,775)</u>	<u>(9,619)</u>
		Cents	Cents
Basic earnings per share	35	(13.42)	(5.11)
Diluted earnings per share	35	(13.42)	(5.11)

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

3P Learning Limited
Statement of financial position
As at 30 June 2018

	Note	Consolidated 2018 \$'000	2017 \$'000
Assets			
Current assets			
Cash and cash equivalents	9	23,014	3,287
Trade and other receivables	10	4,649	6,056
Income tax receivable	8	183	1,481
Other	11	1,929	939
Total current assets		<u>29,775</u>	<u>11,763</u>
Non-current assets			
Royalty receivable		43	41
Investments accounted for using the equity method	12	-	46,624
Plant and equipment	13	926	1,070
Intangibles	14	18,386	16,058
Deferred tax	8	5,960	7,785
Total non-current assets		<u>25,315</u>	<u>71,578</u>
Total assets		<u>55,090</u>	<u>83,341</u>
Liabilities			
Current liabilities			
Trade and other payables	15	5,671	5,632
Finance lease payable		12	10
Income tax payable	8	766	-
Provisions	16	1,324	1,820
Deferred revenue		25,958	28,928
Total current liabilities		<u>33,731</u>	<u>36,390</u>
Non-current liabilities			
Provisions	17	777	599
Borrowings	18	18	9,530
Deferred revenue		1,556	2,415
Total non-current liabilities		<u>2,351</u>	<u>12,544</u>
Total liabilities		<u>36,082</u>	<u>48,934</u>
Net assets		<u>19,008</u>	<u>34,407</u>
Equity			
Issued capital	19	34,233	34,092
Reserves	20	8,485	5,360
Accumulated losses		(23,710)	(4,946)
Equity attributable to the owners of 3P Learning Limited		19,008	34,506
Non-controlling interest		-	(99)
Total equity		<u>19,008</u>	<u>34,407</u>

The above statement of financial position should be read in conjunction with the accompanying notes

3P Learning Limited
Statement of changes in equity
For the year ended 30 June 2018

Consolidated	Issued capital \$'000	Reserves \$'000	Retained profits \$'000	Non-controlling interest \$'000	Total equity \$'000
Balance at 1 July 2016	33,951	7,382	2,160	56	43,549
Loss after income tax benefit for the year	-	-	(7,106)	(155)	(7,261)
Other comprehensive income for the year, net of tax	-	(2,358)	-	-	(2,358)
Total comprehensive income for the year	-	(2,358)	(7,106)	(155)	(9,619)
<i>Transactions with owners in their capacity as owners:</i>					
Contributions of equity, net of transaction costs (note 19)	141	(141)	-	-	-
Share-based payments (note 34)	-	477	-	-	477
Balance at 30 June 2017	<u>34,092</u>	<u>5,360</u>	<u>(4,946)</u>	<u>(99)</u>	<u>34,407</u>
Consolidated	Issued capital \$'000	Reserves \$'000	Retained profits/(accumulated losses) \$'000	Non-controlling interest \$'000	Total equity \$'000
Balance at 1 July 2017	34,092	5,360	(4,946)	(99)	34,407
Profit/(loss) after income tax expense for the year	-	-	(18,688)	5	(18,683)
Other comprehensive income for the year, net of tax	-	2,908	-	-	2,908
Total comprehensive income for the year	-	2,908	(18,688)	5	(15,775)
<i>Transactions with owners in their capacity as owners:</i>					
Contributions of equity, net of transaction costs (note 19)	141	(141)	-	-	-
Share-based payments (note 34)	-	358	-	-	358
Transactions with non-controlling interest	-	-	(76)	94	18
Balance at 30 June 2018	<u>34,233</u>	<u>8,485</u>	<u>(23,710)</u>	<u>-</u>	<u>19,008</u>

The above statement of changes in equity should be read in conjunction with the accompanying notes

3P Learning Limited
Statement of cash flows
For the year ended 30 June 2018

	Note	Consolidated 2018 \$'000	2017 \$'000
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		58,782	59,757
Payments to suppliers and employees (inclusive of GST)		(43,856)	(42,771)
Interest received		23	26
Interest and other finance costs paid		(707)	(1,099)
Income taxes paid		(230)	(1,161)
		<hr/>	<hr/>
Net cash from operating activities	33	14,012	14,752
Cash flows from investing activities			
Payment for previous year's business combinations		-	(294)
Payments for investments in associates		-	(5,876)
Payments for derivatives		-	(398)
Payments for plant and equipment		(269)	(364)
Payments for intangibles		(9,777)	(9,339)
Proceeds from disposal of available for sale financial assets		-	2,551
Proceeds from disposal of investment in associates		24,896	-
		<hr/>	<hr/>
Net cash from/(used in) investing activities		14,850	(13,720)
Cash flows from financing activities			
Proceeds from borrowings		13,500	18,500
Repayment of borrowings		(23,010)	(20,509)
		<hr/>	<hr/>
Net cash used in financing activities		(9,510)	(2,009)
Net increase/(decrease) in cash and cash equivalents		19,352	(977)
Cash and cash equivalents at the beginning of the financial year		3,287	4,281
Effects of exchange rate changes on cash and cash equivalents		375	(17)
		<hr/>	<hr/>
Cash and cash equivalents at the end of the financial year	9	<u>23,014</u>	<u>3,287</u>

The above statement of cash flows should be read in conjunction with the accompanying notes

3P Learning Limited
Notes to the financial statements
30 June 2018

Note 1. General information

The financial statements cover 3P Learning Limited as a Group consisting of 3P Learning Limited (the 'Company' or 'parent entity') and its subsidiaries (collectively referred to as the 'Group'). The financial statements are presented in Australian dollars, which is 3P Learning Limited's functional and presentation currency.

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:

Level 18, 124 Walker Street
North Sydney NSW 2060

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 financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 16 August 2018. The directors have the power to amend and reissue the financial statements.

Note 2. Significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted

The Group has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('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.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Net current asset deficiency

As at 30 June 2018, the Group was in a net current liability position of \$3,956,000 (2017: \$24,627,000) of which \$25,958,000 (2017: \$28,928,000) is deferred revenue which is expected to be recognised as income in the next financial year with no further cash outflows to the Group. Further, there is \$20,000,000 (2017: \$20,500,000) available of the working capital debt facility. Accordingly, the financial statements continue to be prepared on a going concern basis.

Basis of preparation

These general purpose 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, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention

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

Critical accounting estimates

The preparation of the 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 financial statements, are disclosed in note 3.

Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the Group only. Supplementary information about the parent entity is disclosed in note 29.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of 3P Learning Limited as at 30 June 2018 and the results of all subsidiaries for the year then ended.

Note 2. Significant accounting policies (continued)

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 de-consolidated 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.

Operating segments

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

Foreign currency translation

The financial statements are presented in Australian dollars, which is 3P Learning Limited's functional and presentation currency.

Foreign currency transactions

Foreign currency transactions are translated into Australian dollars 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.

Revenue recognition

Revenue is recognised and measured at the fair value of the consideration received or receivable to the extent it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. A number of recognition criteria must also be met before revenue is recognised.

Mathletics, Spellodrome and IntoScience licence revenues

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 persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable and collectability is probable.

Note 2. Significant accounting policies (continued)

Third party licence revenue

The Group recognises commission revenue pursuant to a distribution agreement when it sells a third party's online products to customers which provide these customers with access to the third party's intellectual property as it exists at any given time. Revenue from the sale of Reading Eggs, Mathseeds and Wordflyers products is recorded on a net basis when the online product is sold, consistent with an agency relationship.

Sponsorship revenue

Revenue is recognised in relation to sponsorship amounts provided by various external parties when the Company becomes entitled to the benefit and all of its obligations have been fulfilled.

Sale of workbooks

Revenue is recognised in relation to workbook materials sold to schools and students, on sale of the items.

Copyright licence fee

Revenue is recognised in relation to copyright agency fees upon becoming entitled to compensation being at a time when the Group's materials and resources are reproduced by third parties.

Interest

Revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Deferred revenue

Deferred revenue includes the unearned portion of existing billings relating to licence revenues; commission revenue on long term customer agreements on third party products; and unfulfilled obligations pursuant to sponsorship agreements.

Income tax

The income tax expense or benefit for the period is the tax payable on that period'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 periods, where applicable.

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; or
- 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.

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

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

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.

Note 2. Significant accounting policies (continued)

3P Learning Limited (the 'head entity') and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under the tax consolidation regime. The head entity and each subsidiary in the tax consolidated group continue to account for their own current and deferred tax amounts. The tax consolidated group has applied the 'separate taxpayer within group' approach in determining the appropriate amount of taxes to allocate to members of the tax consolidated group.

In addition to its own current and deferred tax amounts, the head entity also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from each subsidiary in the tax consolidated group.

Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as amounts receivable from or payable to other entities in the tax consolidated group. The tax funding arrangement ensures that the intercompany charge equals the current tax liability or benefit of each tax consolidated group member, resulting in neither a contribution by the head entity to the subsidiaries nor a distribution by the subsidiaries to the head entity.

Research and development rebate

Research and development rebate are credited against tax payable and are not treated as revenue.

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 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.

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

Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, 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.

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 provision for impairment. Trade receivables are generally due for settlement within 14-30 days or if later, the licence start date.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectable are written off by reducing the carrying amount directly. A provision for impairment of trade receivables is raised when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables.

Other receivables are initially recognised at fair value and subsequently measured at amortised cost, less any provision for impairment.

Note 2. Significant accounting policies (continued)

Associates

Associates are entities over which the Group has significant influence but not control or joint control. Investments in associates are accounted for using the equity method. Under the equity method, the share of the profits or losses of the associate is recognised in profit or loss and the share of the movements in equity is recognised in other comprehensive income. Investments in associates are carried in the statement of financial position at cost plus post-acquisition changes in the Group's share of net assets of the associate. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment. Dividends received or receivable from associates reduce the carrying amount of the investment.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

The Group discontinues the use of the equity method upon the loss of significant influence over the associate and recognises any retained investment at its fair value. Any difference between the associate's carrying amount, fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

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 & 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.

Leases

The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement at inception date, whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

A distinction is made between finance leases, which effectively transfer from the lessor to the lessee substantially all the risks and benefits incidental to the ownership of leased assets, and operating leases, under which the lessor effectively retains substantially all such risks and benefits.

Finance leases are capitalised. A lease asset and liability are established at the fair value of the leased assets, or if lower, the present value of minimum lease payments. Lease payments are allocated between the principal component of the lease liability and the finance costs, so as to achieve a constant rate of interest on the remaining balance of the liability.

Leased assets acquired under a finance lease are depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Group will obtain ownership at the end of the lease term.

Group as a lessee

Operating lease payments, net of any incentives received from the lessor, are charged to profit or loss on a straight-line basis over the term of the lease.

Note 2. Significant accounting policies (continued)

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 period in which they are incurred. 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.

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 years.

Customer contracts

Customer contracts include direct incremental costs of establishing a customer contract such as sales commissions. Customer contracts are amortised over the period in which the related benefits are expected to be realised, being the customer contract period.

Software

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

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.

Trade and other payables

These amounts 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.

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.

Note 2. Significant accounting policies (continued)

Finance costs

Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

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.

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.

Other long-term employee benefits

Employee benefits not expected to be settled within 12 months of the reporting date are measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, 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.

Share-based payments

Equity-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services.

The cost of equity-settled transactions is measured at fair value on grant date. Fair value is determined using the Binomial option pricing 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.

The cost of equity-settled transactions is recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

Market conditions are taken into consideration in determining fair value. Therefore, any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the Group or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the Group or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

Note 2. Significant accounting policies (continued)

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

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.

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.

Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to the owners of 3P Learning Limited, 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.

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 shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

Goods and Services Tax ('GST') and other similar taxes

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 in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. 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.

Comparatives

Comparatives in the statement of profit or loss and other comprehensive income, and the statement of financial position have been realigned to current year presentation. There has been no effect on the profit for the year.

Note 2. Significant accounting policies (continued)

New Accounting Standards and Interpretations not yet mandatory or early adopted

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 2018. The Group's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the Group, are set out below.

AASB 9 Financial Instruments

This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The standard replaces all previous versions of AASB 9 and completes the project to replace IAS 39 'Financial Instruments: Recognition and Measurement'. AASB 9 introduces new classification and measurement models for financial assets. A financial asset shall be measured at amortised cost, if it is held within a business model whose objective is to hold assets in order to collect contractual cash flows, which arise on specified dates and solely principal and interest. All other financial instrument assets are to be classified and measured at fair value through profit or loss unless the entity makes an irrevocable election on initial recognition to present gains and losses on equity instruments (that are not held-for-trading) in other comprehensive income ('OCI'). For financial liabilities, the standard requires the portion of the change in fair value that relates to the entity's own credit risk to be presented in OCI (unless it would create an accounting mismatch). New simpler hedge accounting requirements are intended to more closely align the accounting treatment with the risk management activities of the entity. New impairment requirements will use an 'expected credit loss' ('ECL') model to recognise an allowance. Impairment will be measured under a 12-month ECL method unless the credit risk on a financial instrument has increased significantly since initial recognition in which case the lifetime ECL method is adopted. The standard introduces additional new disclosures. The Group will adopt this standard from 1 July 2018 and the adoption of this standard will not have a material impact for the Group.

AASB 15 Revenue from Contracts with Customers

This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The standard provides a single standard for revenue recognition. The core principle of the standard is that an entity will recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard will require: contracts (either written, verbal or implied) to be identified, together with the separate performance obligations within the contract; determine the transaction price, adjusted for the time value of money excluding credit risk; allocation of the transaction price to the separate performance obligations on a basis of relative stand-alone selling price of each distinct good or service, or estimation approach if no distinct observable prices exist; and recognition of revenue when each performance obligation is satisfied. Credit risk will be presented separately as an expense rather than adjusted to revenue. For goods, the performance obligation would be satisfied when the customer obtains control of the goods. For services, the performance obligation is satisfied when the service has been provided, typically for promises to transfer services to customers. For performance obligations satisfied over time, an entity would select an appropriate measure of progress to determine how much revenue should be recognised as the performance obligation is satisfied. Contracts with customers will be presented in an entity's statement of financial position as a contract liability, a contract asset, or a receivable, depending on the relationship between the entity's performance and the customer's payment. Sufficient quantitative and qualitative disclosure is required to enable users to understand the contracts with customers; the significant judgments made in applying the guidance to those contracts; and any assets recognised from the costs to obtain or fulfil a contract with a customer. The Group will adopt this standard from 1 July 2018, using the transitional modified retrospective method as detailed in paragraph C3(b) of the standard. The impact assessment of this standard is substantially complete and based on the work performed to the date of this report, no material impact is expected on the financial statements of the Group from adopting this standard.

Note 2. Significant accounting policies (continued)

AASB 16 Leases

This standard is applicable to annual reporting periods beginning on or after 1 January 2019. The standard replaces AASB 117 'Leases' and for lessees will eliminate the classifications of operating leases and finance leases. Subject to exceptions, a 'right-of-use' asset will be capitalised in the statement of financial position, measured as the present value of the unavoidable future lease payments to be made over the lease term. The exceptions relate to short-term leases of 12 months or less and leases of low-value assets (such as personal computers and small office furniture) where an accounting policy choice exists whereby either a 'right-of-use' asset is recognised or lease payments are expensed to profit or loss as incurred. A liability corresponding to the capitalised lease will also be recognised, adjusted for lease prepayments, lease incentives received, initial direct costs incurred and an estimate of any future restoration, removal or dismantling costs. Straight-line operating lease expense recognition will be replaced with a depreciation charge for the leased asset (included in operating costs) and an interest expense on the recognised lease liability (included in finance costs). In the earlier periods of the lease, the expenses associated with the lease under AASB 16 will be higher when compared to lease expenses under AASB 117. However EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation) results will be improved as the operating expense is replaced by interest expense and depreciation in profit or loss under AASB 16. For classification within the statement of cash flows, the lease payments will be separated into both a principal (financing activities) and interest (either operating or financing activities) component. For lessor accounting, the standard does not substantially change how a lessor accounts for leases. The Group expects to adopt this standard from 1 July 2019. The Group will continue to assess the potential effect of AASB 16 on its consolidated financial statements.

IASB revised Conceptual Framework for Financial Reporting

The revised Conceptual Framework has been issued by the IASB and is applicable for annual reporting periods on or after 1 January 2020. The Australian equivalent is yet to be published. The application of the new definition and recognition criteria may result in future amendments to several accountings standards. Furthermore, entities who rely on the conceptual framework in determining their accounting policies for transactions, events or conditions that are not otherwise dealt with under Australian Accounting Standards may need to revisit such policies. The Group is yet to assess its impact.

Note 3. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, 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.

Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using a Binomial model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Goodwill and other indefinite life intangible assets

The Group tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 2. 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.

Impairment of non-financial assets other than goodwill and other indefinite life intangible assets

The Group assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets 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 fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

Note 3. Critical accounting judgements, estimates and assumptions (continued)

Income tax

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 many 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 period in which such determination is made.

Recovery of deferred tax assets

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

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 judgement is required in determining whether incremental product enhancements will provide additional future economic benefit.

Estimation of useful lives of capitalised product development

Capitalised product development is depreciated over its useful life. The actual lives of the assets are assessed annually and may vary depending on a number of factors. In reassessing asset lives, factors such as technological innovation, product life cycles and maintenance programmes are taken into account.

Note 4. Operating segments

Identification of reportable operating segments

The Group is organised into geographic operating segments: Asia-Pacific ('APAC'), United States of America, Canada and South America ('Americas') and Europe, Middle-East and Africa ('EMEA'). These operating segments are based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

The CODM reviews adjusted EBITDA (earnings before interest, tax, depreciation and amortisation, excluding restructuring costs, impairment expense, loss on sale of investments and share of profits of associates). The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

The information reported to the CODM is on a monthly basis. The CODM does not regularly review segment assets and segment liabilities. Refer to statement of financial position for assets and liabilities.

Intersegment transactions

Intersegment transactions were made at market rates. Intersegment transactions are eliminated on consolidation.

Major customers

There are no major customers that contributed more than 10% of revenue to the Group.

3P Learning Limited
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Note 4. Operating segments (continued)

Operating segment information

Consolidated - 2018	APAC \$'000	Americas \$'000	EMEA \$'000	Total \$'000
Revenue				
Sales to external customers	34,361	7,996	13,010	55,367
Total revenue	34,361	7,996	13,010	55,367
Adjusted EBITDA*				
Share of profits of associates	17,520	(1,828)	3,313	19,005
Depreciation and amortisation				567
Interest revenue				(8,285)
Finance costs				23
Loss on disposal of investments				(624)
Loss before income tax expense				(25,259)
Income tax expense				(14,573)
Loss after income tax expense				(4,110)
				(18,683)

* Adjusted EBITDA is after inter-segment royalty expense incurred by Americas segment of \$2,950,000 and EMEA segment of \$4,617,000.

Consolidated - 2017	APAC \$'000	Americas \$'000	EMEA \$'000	Total \$'000
Revenue				
Sales to external customers	31,819	7,664	12,972	52,455
Total revenue	31,819	7,664	12,972	52,455
Adjusted EBITDA*				
Share of profits of associates	15,117	(2,874)	3,015	15,258
Depreciation and amortisation				703
Interest revenue				(6,474)
Finance costs				26
Impairment expenses and loss on disposal of investments				(1,074)
Other cash expenses - restructuring expenses				(15,419)
Loss before income tax benefit				(1,869)
Income tax benefit				(8,849)
Loss after income tax benefit				1,588
				(7,261)

* Adjusted EBITDA is after inter-segment royalty expense incurred by Americas segment of \$2,793,000 and EMEA segment of \$4,616,000.

3P Learning Limited
Notes to the financial statements
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Note 5. Revenue

	Consolidated	
	2018	2017
	\$'000	\$'000
Licence fees	43,018	42,063
Sponsorship revenue	166	409
Sale of workbooks	50	49
Copyright licence fees	3,052	2,198
Other revenue	602	211
Net commission revenue	8,479	7,525
	<hr/>	<hr/>
Revenue	55,367	52,455
	<hr/> <hr/>	<hr/> <hr/>

Note 6. Other income

	Consolidated	
	2018	2017
	\$'000	\$'000
Interest	23	26
Miscellaneous income	81	41
	<hr/>	<hr/>
Other income	104	67
	<hr/> <hr/>	<hr/> <hr/>

3P Learning Limited
Notes to the financial statements
30 June 2018

Note 7. Expenses

	Consolidated	
	2018	2017
	\$'000	\$'000
Loss before income tax includes the following specific expenses:		
<i>Depreciation</i>		
Fixtures and fittings	157	191
Computer equipment	223	189
Office equipment	40	40
	<hr/>	<hr/>
Total depreciation	420	420
<i>Amortisation</i>		
Product development	6,407	5,340
Patents and trademarks	8	92
Customer contracts	407	40
Software	1,043	582
	<hr/>	<hr/>
Total amortisation	7,865	6,054
Total depreciation and amortisation	<hr/>	<hr/>
	8,285	6,474
<i>Impairment of assets</i>		
Available for sale financial assets	-	3,997
Intangibles - product development	-	11,288
	<hr/>	<hr/>
Total impairment of assets	-	15,285
<i>Finance costs</i>		
Interest and finance charges paid/payable	624	1,074
	<hr/>	<hr/>
<i>Net foreign exchange loss</i>		
Net foreign exchange (gain)/loss	(67)	109
	<hr/>	<hr/>
<i>Rental expense relating to operating leases</i>		
Minimum lease payments	1,965	2,147
	<hr/>	<hr/>
<i>Employee benefits expense:</i>		
Salaries and wages	18,432	18,022
Bonus and commission	3,307	3,997
Equity settled share based payments	358	477
Superannuation	2,723	2,530
	<hr/>	<hr/>
Total employee benefits expense	24,820	25,026

3P Learning Limited
Notes to the financial statements
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Note 8. Income tax

	Consolidated	
	2018	2017
	\$'000	\$'000
<i>Income tax expense/(benefit)</i>		
Current tax	1,738	1,826
Deferred tax - origination and reversal of temporary differences	1,825	(1,904)
Adjustments in respect of current income tax of previous year	547	(1,510)
	<u>4,110</u>	<u>(1,588)</u>
Aggregate income tax expense/(benefit)		
Deferred tax included in income tax expense/(benefit) comprises:		
Decrease/(increase) in deferred tax assets	1,825	(1,904)
<i>Numerical reconciliation of income tax expense/(benefit) and tax at the statutory rate</i>		
Loss before income tax (expense)/benefit	(14,573)	(8,849)
Tax at the statutory tax rate of 30%	(4,372)	(2,655)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Non-deductible expenses	113	151
Unrecognised capital losses	7,124	1,245
Impact of foreign tax rate	(532)	(391)
Other tax offsets	-	(112)
Current year tax benefit not recognised	666	1,114
Tax losses and offsets derecognised	75	570
Reduction in the United States of America tax rate	489	-
	<u>3,563</u>	<u>(78)</u>
Adjustments in respect of current income tax of previous year	547	(1,510)
Income tax expense/(benefit)	<u>4,110</u>	<u>(1,588)</u>

	Consolidated	
	2018	2017
	\$'000	\$'000
<i>Tax losses not recognised relating to various tax jurisdictions</i>		
Unused tax losses for which no deferred tax asset has been recognised	38,874	10,763
Potential tax benefit at statutory tax rates	10,513	3,878

Unrecognised tax benefits includes \$8,398,000 unused capital gains loss on disposal of investments (2017: \$1,245,000).

3P Learning Limited
Notes to the financial statements
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Note 8. Income tax (continued)

	Consolidated	
	2018	2017
	\$'000	\$'000
<i>Deferred tax asset</i>		
Deferred tax asset comprises temporary differences attributable to:		
Amounts recognised in profit or loss:		
Tax losses	140	75
Accrued expenses	666	1,110
Deferred Revenue	5,532	7,014
IPO costs	563	1,293
Royalty asset	940	802
Intangibles	(3,592)	(2,705)
Unrealised foreign exchange fluctuation	(10)	183
Plant and equipment	10	13
Research and development credits	1,711	-
	<u>5,960</u>	<u>7,785</u>
Deferred tax asset		
	<u>5,960</u>	<u>7,785</u>
Movements:		
Opening balance	7,785	5,881
Credited/(charged) to profit or loss	(1,825)	1,904
	<u>5,960</u>	<u>7,785</u>
Closing balance		
	<u>5,960</u>	<u>7,785</u>
<i>Income tax refund receivable</i>		
Income tax refund receivable	<u>183</u>	<u>1,481</u>
	<u>183</u>	<u>1,481</u>
<i>Provision for income tax</i>		
Provision for income tax	<u>766</u>	<u>-</u>
	<u>766</u>	<u>-</u>

Note 9. Current assets - cash and cash equivalents

	Consolidated	
	2018	2017
	\$'000	\$'000
Cash at bank and in hand	8,142	3,287
Short-term deposits	14,872	-
	<u>23,014</u>	<u>3,287</u>
	<u>23,014</u>	<u>3,287</u>

3P Learning Limited
Notes to the financial statements
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Note 10. Current assets - trade and other receivables

	Consolidated	
	2018	2017
	\$'000	\$'000
Trade receivables	4,567	6,061
Less: Provision for impairment of receivables	(67)	(207)
	<u>4,500</u>	<u>5,854</u>
Other receivables	149	202
	<u>4,649</u>	<u>6,056</u>

Impairment of receivables

The Group has recognised a loss of \$105,000 (2017: \$259,000) in profit or loss in respect of impairment of receivables for the year ended 30 June 2018.

The ageing of the impaired receivables provided for above are as follows:

	Consolidated	
	2018	2017
	\$'000	\$'000
One to three months overdue	15	-
Three to six months overdue	33	27
Over six months overdue	19	180
	<u>67</u>	<u>207</u>

Movements in the provision for impairment of receivables are as follows:

	Consolidated	
	2018	2017
	\$'000	\$'000
Opening balance	207	20
Additional provisions recognised	122	305
Receivables written off during the year as uncollectable	(245)	(72)
Unused amounts reversed	(17)	(46)
	<u>67</u>	<u>207</u>

Past due but not impaired

Customers with balances past due but without provision for impairment of receivables amount to \$539,000 as at 30 June 2018 (\$390,000 as at 30 June 2017).

The ageing of the past due but not impaired receivables are as follows:

	Consolidated	
	2018	2017
	\$'000	\$'000
1 to 12 months overdue	526	253
Over 12 months overdue	13	137
	<u>539</u>	<u>390</u>

Refer to note 22 for further information on financial instruments.

3P Learning Limited
Notes to the financial statements
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Note 11. Current assets - other

	Consolidated	
	2018	2017
	\$'000	\$'000
Prepayments	1,495	916
Term deposits	15	15
Other deposits	8	8
Withholding tax credits	411	-
	1,929	939
	1,929	939

Note 12. Non-current assets - investments accounted for using the equity method

	Consolidated	
	2018	2017
	\$'000	\$'000
Investment in Learnosity Holdings Limited	-	46,624
	-	46,624

Refer to note 31 for further information on interests in associates.

On 25 May 2018, the Group sold its 40% interest in Learnosity Holdings Limited for total consideration of \$24,896,000 subject to completion adjustments and foreign exchange impacts. The loss on disposal of investments amounting to \$25,259,000 is recognised in the statement profit or loss.

Note 13. Non-current assets - plant and equipment

	Consolidated	
	2018	2017
	\$'000	\$'000
Furniture & fittings - at cost	1,532	1,420
Less: Accumulated depreciation	(993)	(816)
	539	604
Computer equipment - at cost	2,521	2,378
Less: Accumulated depreciation	(2,254)	(2,023)
	267	355
Office equipment - at cost	281	231
Less: Accumulated depreciation	(161)	(120)
	120	111
	926	1,070

3P Learning Limited
Notes to the financial statements
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Note 13. Non-current assets - plant and equipment (continued)

Reconciliations

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	Furniture and fittings \$'000	Computer equipment \$'000	Office equipment \$'000	Total \$'000
Balance at 1 July 2016	757	338	121	1,216
Additions	99	233	32	364
Disposals	(39)	(18)	-	(57)
Exchange differences	(22)	(9)	(2)	(33)
Depreciation expense	(191)	(189)	(40)	(420)
	<hr/>	<hr/>	<hr/>	<hr/>
Balance at 30 June 2017	604	355	111	1,070
Additions	87	133	49	269
Disposals	(2)	(1)	(2)	(5)
Exchange differences	7	3	2	12
Depreciation expense	(157)	(223)	(40)	(420)
	<hr/>	<hr/>	<hr/>	<hr/>
Balance at 30 June 2018	<u>539</u>	<u>267</u>	<u>120</u>	<u>926</u>

Property, plant and equipment secured under finance leases

Refer to note 27 for further information on property, plant and equipment secured under finance leases.

Note 14. Non-current assets - intangibles

	Consolidated	
	2018	2017
	\$'000	\$'000
Goodwill - at cost	<hr/> 4,535	<hr/> 4,558
Product development - at cost	41,893	33,314
Less: Accumulated amortisation and impairment	(29,775)	(23,367)
	<hr/> 12,118	<hr/> 9,947
Patents and trademarks - at cost	3,145	3,083
Less: Accumulated amortisation	(3,083)	(3,074)
	<hr/> 62	<hr/> 9
Customer contracts - at cost	913	428
Less: Accumulated amortisation	(769)	(316)
	<hr/> 144	<hr/> 112
Software - at cost	3,584	2,446
Less: Accumulated amortisation	(2,057)	(1,014)
	<hr/> 1,527	<hr/> 1,432
	<hr/> <u>18,386</u>	<hr/> <u>16,058</u>

3P Learning Limited
Notes to the financial statements
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Note 14. Non-current assets - intangibles (continued)

Reconciliations

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	Goodwill \$'000	Product development \$'000	Patents and trademarks \$'000	Customer contracts \$'000	Software \$'000	Total \$'000
Balance at 1 July 2016	4,414	17,941	92	40	1,430	23,917
Additions	-	8,634	9	112	584	9,339
Exchange differences	144	-	-	-	-	144
Impairment of assets	-	(11,288)	-	-	-	(11,288)
Amortisation expense	-	(5,340)	(92)	(40)	(582)	(6,054)
Balance at 30 June 2017	4,558	9,947	9	112	1,432	16,058
Additions	-	8,578	61	463	1,138	10,240
Exchange differences	(23)	-	-	(24)	-	(47)
Amortisation expense	-	(6,407)	(8)	(407)	(1,043)	(7,865)
Balance at 30 June 2018	<u>4,535</u>	<u>12,118</u>	<u>62</u>	<u>144</u>	<u>1,527</u>	<u>18,386</u>

Impairment testing for goodwill

Goodwill acquired through business combinations has been allocated to the following cash-generating units ('CGUs'):

	Consolidated	
	2018 \$'000	2017 \$'000
CGU1: APAC	3,012	3,012
CGU2: EMEA	1,523	1,546
	<u>4,535</u>	<u>4,558</u>

The recoverable amount of each CGU is determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on business plan approved by management covering a five year period. Cash flows beyond the five year period are extrapolated using the estimated growth rates stated below.

The following key assumptions were used in the discounted cash flow model for the different CGUs:

- Pre-tax discount rate: APAC 10.50% and EMEA 10.10% (2017: APAC 10.25% and EMEA 8.75%).
- Operating cash flow projections are extracted from the most recent approved strategic plans or forecasts that relate to the existing asset base. For each CGU, the cash flow projections for a five-year period have been determined based on expectations of future performance. Key assumptions in the cash flows include sales volume growth and the costs of doing business. These assumptions are based on expectations of market demand and operational performance. Cash flow projections are based on risk-adjusted forecasts allowing for estimated changes in the business, the competitive trading environment, legislation and economic growth.
- Terminal growth rate at 3% (2017: 3%).

For the financial year ended 30 June 2018, the recoverable amount of net assets for all CGUs is greater than the carrying value of the assets and therefore, the goodwill is not considered to be impaired.

Sensitivity

As disclosed in note 3, management have made judgements and estimates in respect of impairment testing of goodwill. Should these judgements and estimates not occur the resulting carrying amounts of assets may decrease.

For all CGUs, any reasonable 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.

3P Learning Limited
Notes to the financial statements
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Note 15. Current liabilities - trade and other payables

	Consolidated	
	2018	2017
	\$'000	\$'000
Trade payables	1,879	1,704
Accrued expenses	3,500	3,212
Goods and service tax	71	679
Other payables	221	37
	<u>5,671</u>	<u>5,632</u>

Refer to note 22 for further information on financial instruments.

Note 16. Current liabilities - provisions

	Consolidated	
	2018	2017
	\$'000	\$'000
Employee benefits	1,209	1,255
Lease make good	48	220
Property related and other provisions	67	345
	<u>1,324</u>	<u>1,820</u>

Employee benefits

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

Lease make good

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.

Property related and other provisions

The provision represents redundancy, onerous lease and storage costs. The provision represents the present value of the estimated termination costs.

Note 17. Non-current liabilities - provisions

	Consolidated	
	2018	2017
	\$'000	\$'000
Employee benefits	264	268
Lease make good	353	176
Property related and other provisions	160	155
	<u>777</u>	<u>599</u>

Employee benefits

Employee benefits represents provision for long service leave.

Lease make good

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.

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Note 17. Non-current liabilities - provisions (continued)

Property related and other provisions

The provision represents the present value of the estimated costs, net of any sub-lease revenue, that will be incurred until the end of the lease terms where the obligation is expected to exceed the economic benefit to be received.

	Lease make good \$'000	Property related and other provisions \$'000
Consolidated - 2018		
Carrying amount at the start of the year	396	500
Additional provisions recognised	-	101
Payments	-	(340)
Exchange differences	5	(5)
Unused amounts reversed	-	(29)
	<hr/>	<hr/>
Carrying amount at the end of the year	<u>401</u>	<u>227</u>

Note 18. Non-current liabilities - borrowings

	Consolidated	
	2018	2017
	\$'000	\$'000
Bank loans	-	9,500
Lease liability	18	30
	<hr/>	<hr/>
	<u>18</u>	<u>9,530</u>

Refer to note 22 for further information on financial instruments.

Total secured liabilities

The total secured liabilities (current and non-current) are as follows:

	Consolidated	
	2018	2017
	\$'000	\$'000
Bank loans	-	9,500
Lease liability	30	40
	<hr/>	<hr/>
	<u>30</u>	<u>9,540</u>

Assets pledged as security

The lease liabilities are effectively secured as the rights to the leased assets, recognised in the statement of financial position, revert to the lessor in the event of default.

The bank loan facilities are subject to variable interest rates, which are based on the bank bill swap rate ('BBSY'), plus a margin. The banking facilities consist of a \$20,000,000 bank loan and a \$2,000,000 bank guarantee that each mature on 24 August 2019. The banking facilities are secured by fixed and floating charges over the Group's assets.

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Note 18. Non-current liabilities - borrowings (continued)

Financing arrangements

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

	Consolidated	
	2018	2017
	\$'000	\$'000
Total facilities		
Bank loans - acquisition and general corporate facility	20,000	30,000
Bank guarantee and ancillary facility	2,000	2,000
Lease liability	30	40
	<u>22,030</u>	<u>32,040</u>
Used at the reporting date		
Bank loans - acquisition and general corporate facility	-	9,500
Bank guarantee and ancillary facility	1,777	1,766
Lease liability	30	40
	<u>1,807</u>	<u>11,306</u>
Unused at the reporting date		
Bank loans - acquisition and general corporate facility	20,000	20,500
Bank guarantee and ancillary facility	223	234
Lease liability	-	-
	<u>20,223</u>	<u>20,734</u>

Note 19. Equity - issued capital

	Consolidated			
	2018	2017	2018	2017
	Shares	Shares	\$'000	\$'000
Ordinary shares - fully paid	<u>139,234,170</u>	<u>139,134,170</u>	<u>34,233</u>	<u>34,092</u>

Movements in ordinary share capital

Details	Date	Shares	\$'000
Balance	1 July 2016	139,034,170	33,951
Issue of shares	15 September 2016	<u>100,000</u>	<u>141</u>
Balance	30 June 2017	139,134,170	34,092
Issue of shares	15 September 2017	<u>100,000</u>	<u>141</u>
Balance	30 June 2018	<u>139,234,170</u>	<u>34,233</u>

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the shares held. 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.

Share buy-back

There is no current on-market share buy-back.

Note 19. Equity - issued capital (continued)

Capital risk management

The Group's objectives when managing capital is 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 was seen as value adding.

The Group is subject to certain financing arrangements covenants 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.

As the Company is by its nature a growth company, the Board has not adopted any dividend policy in respect of future periods and may look to retain capital generated by the Group's business to reinvest in its growth.

The capital risk management policy remains unchanged from the 30 June 2017 Annual Report.

Note 20. Equity - reserves

	Consolidated	
	2018	2017
	\$'000	\$'000
Foreign currency reserve	665	(2,243)
Acquisition reserve	(798)	(798)
Share-based payment reserve	8,618	8,401
	<u>8,485</u>	<u>5,360</u>

Foreign currency reserve

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

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.

Hedging reserve - cash flow hedges

The reserve is used to recognise the effective portion of the gain or loss of cash flow hedge instruments that are determined to be an effective hedge.

Share-based payments 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.

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Note 20. Equity - reserves (continued)

Movements in reserves

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

Consolidated	Foreign currency reserve \$'000	Acquisition reserve \$'000	Hedging reserve \$'000	Share based payment reserve \$'000	Total \$'000
Balance at 1 July 2016	30	(798)	85	8,065	7,382
Foreign currency translation	(2,273)	-	-	-	(2,273)
Net investment hedge	-	-	(85)	-	(85)
Share based payments	-	-	-	477	477
Transfer to issued capital on exercise of options	-	-	-	(141)	(141)
Balance at 30 June 2017	(2,243)	(798)	-	8,401	5,360
Foreign currency translation	2,908	-	-	-	2,908
Share based payments	-	-	-	358	358
Transfer to issued capital on exercise of options	-	-	-	(141)	(141)
Balance at 30 June 2018	<u>665</u>	<u>(798)</u>	<u>-</u>	<u>8,618</u>	<u>8,485</u>

Note 21. Equity - dividends

Dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Franking credits

	Consolidated	Consolidated
	2018	2017
	\$'000	\$'000
Franking credits available for subsequent financial years based on a tax rate of 30%	<u>199</u>	<u>784</u>

The above amounts represent the balance of the franking account as at the end of the financial year, 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
- franking credits that will arise from the receipt of dividends recognised as receivables at the reporting date

Note 22. 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, foreign exchange and ageing analysis for credit risk.

The Board of directors have 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 of Directors on its activities.

Risk management processes are established to identify and analyse the risks faced by the Group, to analyse 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.

Note 22. Financial instruments (continued)

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.

Market risk

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 exchange 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 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 the British Pound). The board believes that natural hedges presently mitigate any exchange rate volatility risk for the Group to an economically acceptable level.

From time to time the Group enters into forward foreign exchange contracts to protect against exchange rate movements on significant contracts with highly probable forecast cash flows.

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

Consolidated	Assets		Liabilities	
	2018 \$'000	2017 \$'000	2018 \$'000	2017 \$'000
US dollars	16,488	301	-	31
Euros	151	141	-	5
Pound Sterling	405	227	-	-
Canadian dollars	30	187	-	-
Other currencies	116	51	-	-
	<u>17,190</u>	<u>907</u>	<u>-</u>	<u>36</u>

The Group had net assets denominated in foreign currencies of \$17,190,000 (assets \$17,190,000 less liabilities \$Nil) as at 30 June 2018 (2017: \$871,000 (assets \$907,000 less liabilities \$36,000)). Based on this exposure, had the Australian dollar weakened by 10%/strengthened by 10% (2017: weakened by 10%/strengthened by 10%) against these foreign currencies with all other variables held constant, the Group's loss before tax for the year would have been \$1,719,000 lower/\$1,719,000 higher (2017: \$87,000 lower/\$87,000 higher). The percentage change is the expected overall volatility of the significant currencies, which is based on management's assessment of reasonable possible fluctuations.

Price risk

The Group is not exposed to any significant price risk.

Interest rate risk

The Group's main interest rate risk arises from its borrowings and term deposits. Borrowings and term deposits issued at variable rates expose the Group to interest rate risk.

Note 22. Financial instruments (continued)

As at the reporting date, the Group had the following variable rate borrowings and short term deposits:

Consolidated	2018		2017	
	Weighted average interest rate %	Balance \$'000	Weighted average interest rate %	Balance \$'000
Bank loans	-	-	4.41%	9,500
Short term deposits	1.75%	(14,872)	-	-
Net exposure to cash flow interest rate risk		<u>(14,872)</u>		<u>9,500</u>

An analysis of bank loans by remaining contractual maturities is shown in 'liquidity and interest rate risk management' below.

An official increase/decrease in interest rates of 50 (2017:50) basis points would have an favourable/adverse effect on loss before tax of \$74,000 (2017: adverse/favourable effect on loss before tax of \$48,000) per annum. The percentage change is based on the expected volatility of interest rates using market data and analysts' forecasts.

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 financial statements. The Group does not hold any collateral.

The majority of schools 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 borrowing 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:

	Consolidated	
	2018 \$'000	2017 \$'000
Bank loans - acquisition and general corporate facility	20,000	20,500
Bank guarantee and ancillary facility	223	234
	<u>20,223</u>	<u>20,734</u>

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Note 22. Financial instruments (continued)

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.

Consolidated - 2018	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						
<i>Non-interest bearing</i>						
Trade payables	-	1,879	-	-	-	1,879
Other payables	-	221	-	-	-	221
<i>Interest-bearing - fixed rate</i>						
Lease liability	7.40%	16	20	-	-	36
Total non-derivatives		2,116	20	-	-	2,136

Consolidated - 2017	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						
<i>Non-interest bearing</i>						
Trade payables	-	1,704	-	-	-	1,704
Other payables	-	37	-	-	-	37
<i>Interest-bearing - variable</i>						
Bank loans	4.41%	419	419	9,563	-	10,401
<i>Interest-bearing - fixed rate</i>						
Lease liability	7.40%	16	35	-	-	51
Total non-derivatives		2,176	454	9,563	-	12,193

Other than bank loans, 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.

Note 23. 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 carrying value of borrowings approximate their fair value. 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.

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Note 24. Key management personnel disclosures

Compensation

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

	Consolidated	
	2018	2017
	\$	\$
Short-term employee benefits	1,969,439	1,856,931
Post-employment benefits	96,867	99,433
Long-term benefits	-	194,000
Share-based payments	173,124	451,992
	<u>2,239,430</u>	<u>2,602,356</u>

Note 25. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by Ernst & Young, the auditor of the Company:

	Consolidated	
	2018	2017
	\$	\$
<i>Audit services - Ernst & Young</i>		
Audit or review of the financial statements	<u>357,930</u>	<u>324,777</u>
<i>Other services - Ernst & Young</i>		
Tax services	50,000	50,000
People advisory services	6,500	13,000
	<u>56,500</u>	<u>63,000</u>
	<u>414,430</u>	<u>387,777</u>

Note 26. Contingencies

The Group has given bank guarantees as at 30 June 2018 of \$1,777,000 (2017: \$1,766,000) for merchant facility and operating leases.

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Note 27. Commitments

	Consolidated	
	2018	2017
	\$'000	\$'000
<i>Lease commitments - operating payable</i>		
Committed at the reporting date but not recognised as liabilities, payable:		
Within one year	1,776	1,755
One to five years	6,914	6,815
More than five years	31	1,595
	<u>8,721</u>	<u>10,165</u>
<i>Lease commitments - finance payable</i>		
Committed at the reporting date and recognised as liabilities, payable:		
Within one year	16	16
One to five years	20	35
	<u>36</u>	<u>51</u>
Total commitment	36	51
Less: Future finance charges	(6)	(11)
	<u>30</u>	<u>40</u>
Net commitment recognised as liabilities		
	<u>30</u>	<u>40</u>
Representing:		
Lease liability - current	12	10
Lease liability - non-current (note 18)	18	30
	<u>30</u>	<u>40</u>
<i>Lease commitments - operating receivable</i>		
Committed at the reporting date but not recognised as assets, receivables:		
Within one year	555	511
One to five years	2,225	2,186
More than five years	-	535
	<u>2,780</u>	<u>3,232</u>

Operating lease commitments includes contracted amounts for commercial leases under non-cancellable operating leases expiring within one to seven years with, in some cases, options to extend. The leases have various escalation clauses. On renewal, the terms of the leases may be renegotiated.

Finance lease commitments include contracted amounts for various office equipment under finance leases expiring within one to three years. Under the terms of the leases, the Group has the option to acquire the leased assets for predetermined residual values on the expiry of the leases.

Commitments do not include onerous leases already provided for.

Note 28. Related party transactions

Parent entity

3P Learning Limited is the parent entity.

Subsidiaries

Interests in subsidiaries are set out in note 30.

Associates

Interests in associates are set out in note 31.

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Note 28. Related party transactions (continued)

Key management personnel

Disclosures relating to key management personnel are set out in note 24 and the remuneration report included in the directors' report.

Transactions with related parties

The following transactions occurred with related parties:

	Consolidated	
	2018	2017
	\$	\$
Payment for other expenses:		
Other expenses paid to associate - Licencing fee for the use of the Learnosity Assessment Software*	425,000	-

*The entity ceased to be a related party with effect from 25 May 2018.

Receivable from and payable to related parties

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

Loans to/from related parties

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

Terms and conditions

All transactions were made on normal commercial terms and conditions and at market rates.

Note 29. Parent entity information

Set out below is the supplementary information about the parent entity.

Statement of profit or loss and other comprehensive income

	Parent	
	2018	2017
	\$'000	\$'000
Loss after income tax	(35,087)	(9,191)
Total comprehensive income	(35,087)	(9,191)

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Note 29. Parent entity information (continued)

Statement of financial position

	Parent	
	2018	2017
	\$'000	\$'000
Total current assets	37,814	18,828
Total assets	65,960	99,484
Total current liabilities	63,854	53,221
Total liabilities	64,195	62,990
Equity		
Issued capital	34,233	34,092
Share-based payment reserve	8,618	8,401
Accumulated losses	(41,086)	(5,999)
Total equity	1,765	36,494

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

The parent entity and its Australian subsidiary are parties to a deed of cross guarantee under which each company guarantees the debts of the others. No deficiencies of assets exist with the subsidiary. Refer to note 32 for further details.

Contingent liabilities

The parent entity has given bank guarantees as at 30 June 2018 of \$1,777,000 (2017: \$1,766,000) for merchant facility and operating leases.

Capital commitments - Plant and equipment

The parent entity had no capital commitments for plant and equipment as at 30 June 2018 and 30 June 2017.

Significant accounting policies

The accounting policies of the parent entity are consistent with those of the Group, as disclosed in note 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.

Note 30. 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 2:

Name	Principal place of business / Country of incorporation	Ownership interest	
		2018	2017
		%	%
3P Learning Australia Pty Limited	Australia	100%	100%
Into Science Pty Ltd	Australia	100%	100%
3P International Holdings Pty Ltd	Australia	100%	100%
3P Learning Limited	New Zealand	100%	100%
3P Learning Limited	United Kingdom	100%	100%
3P Learning Inc.	United States	100%	100%
3P Learning Canada Limited	Canada	100%	100%
Mathletics LLP	India	-	60%

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Note 31. Interests in associates

Interests in associates are accounted for using the equity method of accounting. Information relating to associates that are material to the Group are set out below:

Name	Principal place of business / Country of incorporation	Ownership interest	
		2018 %	2017 %
Investment in Learnosity Holdings Limited*	Ireland	-	40.00%

* Entity involved in providing SaaS Assessment tools.

On 25 May 2018, the Group sold its 40% interest in Learnosity Holdings Limited for total consideration of \$24,896,000.

Summarised financial information (up to the date of sale 25 May 2018)

	Investment in Learnosity Holdings Limited	
	2018 \$'000	2017 \$'000
<i>Summarised statement of financial position</i>		
Current assets	-	11,015
Non-current assets	-	547
Total assets	-	11,562
Current liabilities	-	8,890
Total liabilities	-	8,890
Net assets	-	2,672
<i>Summarised statement of profit or loss and other comprehensive income</i>		
Revenue	17,056	16,797
Expenses	(15,638)	(13,918)
Profit before income tax	1,418	2,879
Income tax expense	-	(1,136)
Profit after income tax	1,418	1,743
Other comprehensive income	-	56
Total comprehensive income	1,418	1,799
<i>Reconciliation of the Group's carrying amount</i>		
Opening carrying amount	46,624	48,884
Share of profit after income tax	567	703
Exchange differences	(2,158)	(2,963)
Loss on disposal of investments adjusted for exchange differences	(20,137)	-
Proceeds from disposal of investments	(24,896)	-
Closing carrying amount (refer note 12)	-	46,624

Contingent liabilities

Share of contingent liabilities not recognised as liability as at 30 June 2018 \$Nil (2017: \$Nil).

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Note 31. Interests in associates (continued)

Commitments

Share of commitments not recognised as liability as at 30 June 2018 \$Nil (2017: \$Nil)

Note 32. Deed of cross guarantee

On 15 June 2017, the following entities entered into a deed of cross guarantee under which each company guarantees the debts of the others:

3P Learning Limited (holding entity)
3P Learning Australia 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'.

	2018	2017
	\$'000	\$'000
Statement of profit or loss and other comprehensive income		
Revenue	39,205	36,789
Share of profits of associates accounted for using the equity method	567	703
Other income	1,626	4,259
Employee benefits expense	(15,149)	(14,428)
Depreciation and amortisation expense	(7,753)	(5,741)
Professional fees	(827)	(1,001)
Technology costs	(3,388)	(2,634)
Marketing expenses	(1,005)	(940)
Occupancy expenses	(1,164)	(1,017)
Administrative expenses	(1,772)	(2,685)
	<hr/>	<hr/>
Operating profit	10,340	13,305
Finance costs	(621)	(1,073)
Impairment of assets	(5,426)	(12,500)
Restructuring costs	-	(1,079)
Loss on disposal of investments	(25,259)	-
	<hr/>	<hr/>
Loss before income tax (expense)/benefit	(20,966)	(1,347)
Income tax (expense)/benefit	(290)	478
	<hr/>	<hr/>
Loss after income tax (expense)/benefit	(21,256)	(869)
Other comprehensive income for the year, net of tax	-	-
	<hr/>	<hr/>
Total comprehensive income for the year	<u>(21,256)</u>	<u>(869)</u>

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Notes to the financial statements
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Note 32. Deed of cross guarantee (continued)

	2018	2017
	\$'000	\$'000
Equity - retained profits/(accumulated losses)		
Retained profits at the beginning of the financial year	12,640	13,509
Loss after income tax (expense)/benefit	(21,256)	(869)
Retained profits/(accumulated losses) at the end of the financial year	<u>(8,616)</u>	<u>12,640</u>
	2018	2017
	\$'000	\$'000
Statement of financial position		
Current assets		
Cash and cash equivalents	21,243	1,227
Trade and other receivables	6,319	4,691
Income tax receivable	141	-
Other	411	12
	<u>28,114</u>	<u>5,930</u>
Non-current assets		
Investments accounted for using the equity method	-	46,624
Other financial assets	11,469	16,899
Plant and equipment	521	635
Intangibles	14,203	11,965
Deferred tax	4,185	5,551
	<u>30,378</u>	<u>81,674</u>
Total assets	<u>58,492</u>	<u>87,604</u>
Current liabilities		
Trade and other payables	4,173	3,529
Finance lease payable	12	10
Income tax payable	-	247
Provisions	1,078	1,319
Deferred revenue	18,325	20,412
	<u>23,588</u>	<u>25,517</u>
Non-current liabilities		
Provisions	522	268
Borrowings	18	9,530
Deferred revenue	129	119
	<u>669</u>	<u>9,917</u>
Total liabilities	<u>24,257</u>	<u>35,434</u>
Net assets	<u>34,235</u>	<u>52,170</u>
Equity		
Issued capital	34,233	34,092
Reserves	8,618	5,438
Retained profits/(accumulated losses)	(8,616)	12,640
Total equity	<u>34,235</u>	<u>52,170</u>

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Notes to the financial statements
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Note 33. Cash flow information

Reconciliation of loss after income tax to net cash from operating activities

	Consolidated	
	2018	2017
	\$'000	\$'000
Loss after income tax (expense)/benefit for the year	(18,683)	(7,261)
Adjustments for:		
Depreciation and amortisation	8,285	6,474
Share of profit - associates	(567)	(703)
Share-based payments	358	477
Foreign exchange differences	(106)	813
Net loss on disposal of plant and equipment	5	57
Finance cost - non-cash	-	83
Impairment of assets	-	15,285
Net loss on disposal of investments	25,259	134
Change in operating assets and liabilities:		
Decrease in trade and other receivables	1,405	1,291
Decrease/(increase) in income tax refund due	1,298	(1,433)
Decrease/(increase) in deferred tax assets	1,825	(1,904)
Increase in other operating assets	(990)	(244)
Increase/(decrease) in trade and other payables	(1,098)	683
Increase in provision for income tax	1,168	-
Decrease in employee benefits	(50)	(258)
Increase/(decrease) in other provisions	(268)	92
Increase/(decrease) in other operating liabilities	(3,829)	1,166
Net cash from operating activities	<u>14,012</u>	<u>14,752</u>

Non-cash investing and financing activities

	Consolidated	
	2018	2017
	\$'000	\$'000
Shares issued under employee share plan	<u>141</u>	<u>141</u>

Changes in liabilities arising from financing activities

Consolidated	Finance lease payable	Bank loans	Total
	\$'000	\$'000	\$'000
Balance at 1 July 2016	49	11,500	11,549
Net cash used in financing activities	(9)	(2,000)	(2,009)
Balance at 30 June 2017	40	9,500	9,540
Net cash used in financing activities	(10)	(9,500)	(9,510)
Balance at 30 June 2018	<u>30</u>	<u>-</u>	<u>30</u>

Note 34. Share-based payments

The share-based payment expense for the year was \$358,000 (2017: \$477,000).

3P Learning Limited
Notes to the financial statements
30 June 2018

Note 34. Share-based payments (continued)

An equity incentive plan has been established by the Group, whereby the Group may, at the discretion of the Board, grant performance rights and options over ordinary shares in the Company ('awards') to certain key management personnel and employees of the Group. The awards are issued for nil consideration and are granted in accordance with performance guidelines established by the Board.

Set out below are summaries of options/awards granted under the plan:

2018

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
02/09/2016	02/09/2020	\$1.26	2,334,525	-	-	-	2,334,525
21/11/2016	02/09/2020	\$1.26	2,015,419	-	-	-	2,015,419
31/08/2017	31/08/2021	\$1.42	-	3,704,081	-	(640,860)	3,063,221
09/11/2017	31/08/2021	\$1.42	-	2,644,509	-	-	2,644,509
			<u>4,349,944</u>	<u>6,348,590</u>	<u>-</u>	<u>(640,860)</u>	<u>10,057,674</u>
Weighted average exercise price			\$1.26	\$1.42	\$0.00	\$1.42	\$1.35

2017

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
02/09/2016	02/09/2020	\$1.26	-	3,432,258	-	(1,097,733)	2,334,525
21/11/2016	02/09/2020	\$1.26	-	2,015,419	-	-	2,015,419
			<u>-</u>	<u>5,447,677</u>	<u>-</u>	<u>(1,097,733)</u>	<u>4,349,944</u>
Weighted average exercise price			\$0.00	\$1.26	\$0.00	\$1.26	\$1.26

Outstanding options/awards vested and exercisable as at 30 June 2018: Nil (2017: Nil).

The weighted average share price during the financial year was \$1.286 (2017: \$0.9986). The weighted average remaining contractual life of options/awards outstanding at the end of the financial year was 2.74 years (2017: 3.18 years).

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

2018

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
21/11/2016	01/09/2019	\$0.00	100,000	-	-	-	100,000
21/11/2016	14/10/2019	\$0.00	400,000	-	-	-	400,000
			<u>500,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>500,000</u>

2017

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
21/11/2016	01/09/2019	\$0.00	-	100,000	-	-	100,000
21/11/2016	14/10/2019	\$0.00	-	400,000	-	-	400,000
			<u>-</u>	<u>500,000</u>	<u>-</u>	<u>-</u>	<u>500,000</u>

Performance rights vested and exercisable as at 30 June 2018 Nil (2017: Nil). The weighted average remaining contractual life of performance rights outstanding at the end of the financial year was 1.27 years (2017: 2.27 years).

3P Learning Limited
Notes to the financial statements
30 June 2018

Note 34. Share-based payments (continued)

For the options granted during the current financial year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

Grant date	Expiry date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
31/08/2017	31/08/2021	\$0.99	\$1.42	35.00%	-	2.13%	\$0.173
09/11/2017	31/08/2021	\$1.30	\$1.42	35.00%	-	2.04%	\$0.331

The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

Retention and reward bonus

On 19 February 2016, it was determined that 300,000 ordinary shares were to be issued to Mr. Jonathan Kenny as a Retention and Reward bonus in acknowledgement of his increased responsibilities and ongoing contributions to the Group. The first two tranches of 100,000 shares were made on 15 September 2016 and 15 September 2017, and the last tranche of 100,000 shares will be issued in September 2018, subject to continued employment at that time. The shares are issued at nil consideration.

Note 35. Earnings per share

	Consolidated	
	2018	2017
	\$'000	\$'000
Loss after income tax	(18,683)	(7,261)
Non-controlling interest	(5)	155
Loss after income tax attributable to the owners of 3P Learning Limited	<u>(18,688)</u>	<u>(7,106)</u>
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	<u>139,213,348</u>	<u>139,113,348</u>
Weighted average number of ordinary shares used in calculating diluted earnings per share	<u>139,213,348</u>	<u>139,113,348</u>
	Cents	Cents
Basic earnings per share	(13.42)	(5.11)
Diluted earnings per share	(13.42)	(5.11)

As the Group is in a loss position, share based incentive plans did not affect the diluted earnings per share calculation as potential ordinary shares will be treated as dilutive when, and only when, their conversion to ordinary shares would decrease earnings per share or increase loss per share from continuing operations.

Note 36. Events after the reporting period

No matter or circumstance has arisen since 30 June 2018 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.

3P Learning Limited
Directors' declaration
30 June 2018

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 2 to the financial statements;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2018 and of its performance for the financial year ended on that date;
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
- at the date of this declaration, there are reasonable grounds to believe that the members of the Extended Closed Group will be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the deed of cross guarantee described in note 32 to the financial statements.

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors



Samuel Weiss
Chairman

16 August 2018
Sydney

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) and its subsidiaries (collectively the Group), which comprises the consolidated statement of financial position as at 30 June 2018, the 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 to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- a) Giving a true and fair view of the consolidated financial position of the Group as at 30 June 2018 and of its consolidated financial performance for the year ended on that date, and
- b) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. 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 Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial report of the current year. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor’s Responsibilities for the Audit of the Financial Report* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial report. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial report.

Valuation of intangible assets

Why significant

Intangible assets (goodwill and capitalised development costs) represent 33% of the Group’s total assets at 30 June 2018.

As disclosed within Note 3 and 14 to the financial report, the assessment of the impairment of goodwill and other intangible assets incorporated significant judgments and estimates, specifically concerning factors such as forecast cash flows, discount rates and terminal growth rates. These estimates and assumptions are impacted by the future performance, market and economic conditions.

This was considered a key audit matter due to the material balance of the intangible assets and the significance of the judgments involved in estimating future cash flows.

How our audit addressed the key audit matter

In performing our audit procedures, we:

- ▶ Assessed whether the methodology and model used by the Group to test for impairment met the requirements of Australian Accounting Standard - AASB 136 Impairment of Assets
- ▶ Tested the mathematical accuracy of the cash flow models including the consistency of relevant data with the Board approved 2019 budget
- ▶ Considered the historical reliability of the Group’s cash flow forecasting process
- ▶ Assessed the external inputs and assumptions within the cash flow forecasting model, specifically the discount rates, terminal growth rates and cash flow assumptions and benchmarked them against market observable data
- ▶ Performed sensitivity analysis on the discount rates, terminal growth rates and EBIT forecasts for the relevant CGU’s of the Group, and
- ▶ Assessed the adequacy of the financial report disclosures contained in Note 14

As impairment testing relies upon business valuation principles, we involved our valuation specialists who compared the valuation assumptions against external benchmarks.

Capitalisation of development costs

Why significant

As disclosed Notes 2 and 14 to the financial statements, the Group capitalises product development costs upon meeting the criteria set out in Australian Accounting Standard - AASB 138 *Intangible Assets*. Capitalised development costs amount to \$11.9 million as at 30 June 2018. As disclosed in Note 2 to the financial report, the Group amortises these development costs over a period of three years.

Due to the magnitude of this balance and the judgments and estimates involved in determining which costs may be capitalised throughout the life of the project and determining the useful life of the asset, this was considered to be a key audit matter.

How our audit addressed the key audit matter

In performing our audit procedures, we:

- ▶ Assessed the Group's policy for capitalisation of development costs for compliance with AASB138 *Intangible Assets*
- ▶ Tested the operating effectiveness of controls over the processes and procedures related to the capitalisation of development costs
- ▶ Tested on a sample basis, costs capitalised to underlying evidence including timesheets, employment contracts, payroll reports and invoices from external suppliers to assess the nature, eligibility and accuracy of development costs for capitalisation
- ▶ Assessed whether the useful life of development costs is appropriate and whether the amortisation charge during the reporting period is reasonable, and
- ▶ Considered the adequacy of the financial report disclosures contained in Notes 2 and 14

Information Other than the Financial Report and Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises the information included in the Company's 2018 Annual Report other than the financial report and our auditor's report thereon. We obtained the Directors' Report and Corporate Governance Statement that is to be included in the Annual Report prior to the date of this auditor's report, and we expect to obtain the remaining sections of the Annual Report after the date of this auditor's report.

Our opinion on the financial report does not cover the other information and we do not and will not express any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, 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.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are 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 the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and 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 this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated to the directors, we determine those matters that were of most significance in the audit of the financial report of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Audit of the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 9 to 19 of the directors' report for the year ended 30 June 2018.

In our opinion, the Remuneration Report of 3P Learning Limited for the year ended 30 June 2018, complies with section 300A of the *Corporations Act 2001*.

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 responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.



Ernst & Young



Lisa Nijssen-Smith
Partner
Sydney
16 August 2018

3P Learning Limited
Shareholder information
30 June 2018

The shareholder information set out below was applicable as at 9 July 2018.

Distribution of equitable securities

Analysis of number of equitable security holders by size of holding:

	Number of holders of ordinary shares	Number of holders of options over ordinary shares
1 to 1,000	470	-
1,001 to 5,000	596	-
5,001 to 10,000	273	-
10,001 to 100,000	271	-
100,001 and over	32	4
	<u>1,642</u>	<u>4</u>
Holding less than a marketable parcel	<u>-</u>	<u>-</u>

Equity security holders

Twenty largest quoted equity security holders

The names of the twenty largest security holders of quoted equity securities are listed below:

	Number held	Ordinary shares % of total shares issued
J P MORGAN NOMINEES AUSTRALIA LIMITED	61,180,934	43.94
NATIONAL NOMINEES LIMITED	35,576,041	25.55
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	10,710,176	7.69
BNP PARIBAS NOMS PTY LTD	6,375,793	4.58
BNP PARIBAS NOMINEES PTY LTD	3,334,489	2.39
CITICORP NOMINEES PTY LIMITED	2,994,391	2.15
BNP PARIBAS NOMS (NZ) LTD	1,520,963	1.09
NETWEALTH INVESTMENTS LIMITED	980,534	0.70
NEWECOMY COM AU NOMINEES PTY LIMITED	546,084	0.39
MUTUAL APPRECIATION SOCIETY PTY LIMITED	480,903	0.35
MR JONATHAN CLAUDE KENNY	348,100	0.25
MS KATHRYN PIKE	323,594	0.23
MR KEI YAN CHENG	284,280	0.20
BOND STREET CUSTODIANS LIMITED	273,307	0.20
OTTERPAW PTY LTD	235,000	0.17
MATTHEW CHARLES GOODSON & DIANNA DAWN PERRON	200,000	0.14
COLENEW PTY LIMITED	191,000	0.14
MRS DENISE ANN QUINN	184,331	0.13
MAPTEK PTY LIMITED	183,371	0.13
MR PETER WALTERS	148,953	0.11
	<u>126,072,244</u>	<u>90.53</u>

3P Learning Limited
Shareholder information
30 June 2018

Unquoted equity securities

	Number on issue	Number of holders
Share options over ordinary shares	10,057,674	4
Performance rights over ordinary shares	500,000	1

Substantial holders

Substantial holders in the Company are set out below:

	Ordinary shares % of total shares issued
	Number held
Viburnum Funds Pty Ltd	17,648,479
National Nominees Ltd ACF Australian Ethical Investment Ltd	16,545,397
Smallco Investment Manager Limited	13,267,891
FIL Limited	12,900,241
Schroder Investment Management Australia Ltd	10,259,693
Sterling Equity Pty Ltd	7,333,165
	12.68
	11.88
	9.53
	9.27
	7.37
	5.27

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 and performance rights

Options and performance rights carry no voting rights.

There are no other classes of equity securities.

Restricted securities

Class	Expiry date	Number of shares
Ordinary shares	15/09/2018	100,000

3P Learning Limited
Corporate directory
30 June 2018

Directors	Samuel Weiss - Independent Non-Executive Chairman Rebekah O'Flaherty - Chief Executive Officer Roger Amos - Independent Non-Executive Director Claire Hatton - Independent Non-Executive Director Mark Lamont - Independent Non-Executive Director
Company secretary	Marta Kielich
Registered office and Principal place of business	3P Learning Limited Level 18, 124 Walker Street North Sydney NSW 2060 Head office telephone: 1300 850 331
Share register	The Registrar Link Market Services Limited Level 12, 680 George Street Sydney NSW 2000 Share registry telephone: 1300 554 474
Auditor	Ernst & Young 200 George Street 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	Corporate governance statement which was approved at the same time as the Financial Statements can be found at http://www.3plearning.com/investors/ governance/



3P Learning Ltd

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