

30 June 2020

Dear Shareholder,

IMPACT OF COVID-19 RESTRICTIONS ON THE COMPANY'S ANNUAL GENERAL MEETING

OpenLearning Limited (**Company**) is pleased to advise that its annual general meeting of shareholders will be held at Hall Chadwick, Level 40, 2 Park Street, Sydney NSW 2000 on Thursday, 30 July 2020 at 10.00am (AEST) (**Meeting**).

In accordance with temporary modifications to the Corporations Act under the Corporations (Coronavirus Economic Response) Determination (No. 1) 2020, the Company is not sending hard copies of the Notice of Meeting to shareholders. The Notice of Meeting can be viewed and downloaded from the following link:

<https://web.automic.com.au/er/public/api/documents/OLL?fileName=OLLNOMAGM2020Final.pdf>

The New South Wales government has recently announced that certain COVID-19 restrictions have been lifted to allow for gatherings in community centres and halls of up to 20 participants. In light of this development and having regard to the fact that it is unlikely that more than 20 shareholders will attend the Meeting in person, the Directors have made the decision that Shareholders will be able to attend the Meeting in person.

Meeting Attendance

Shareholders who wish to attend the Meeting in person should do so by attending the meeting at the place, date and time of the Meeting as set out above. To assist the Company in managing the physical arrangements for the meeting the Company requests that shareholders notify their intended attendance to investors@openlearning.com.

Shareholders who do not wish to attend the Meeting in person can also register with the Company at investors@openlearning.com to receive a login to listen and/or watch the Meeting. Shareholders who wish to vote during real time at the Meeting are asked, at the time of registration to attend the meeting via webcast, to notify the Company that they intend to cast their vote(s) during the Meeting. The Company will then make arrangements to facilitate live voting. The Company encourages shareholders to vote using the Proxy Form, or if they wish to attend the meeting in person, by voting at the meeting in the ordinary manner.

When emailing the Company shareholders are requested to include their shareholding name, address and HIN or SRN.

Shareholders do not need to attend the Meeting to cast their vote(s) and are encouraged to submit their votes and appoint the Chairman as their proxy. Detailed instructions for lodging votes and appointment of a proxy are included in the accompanying Notice of Meeting and Proxy Form.

Questions to the Board

Ahead of the Meeting shareholders may also submit questions to the Board related to the Annual Report or any of the resolutions to be considered. These questions will be responded to by the Board during the Meeting. As above, questions should be submitted to investors@openlearning.com.

This announcement is authorised for market release by OpenLearning Limited's Company Secretary.

Sincerely,

Justyn Stedwell
Company Secretary