

28 April 2021

Dear Shareholder,

OPENLEARNING LIMITED - ANNUAL GENERAL MEETING

OpenLearning Limited (**Company**) confirms that its annual general meeting of shareholders is scheduled to be held at Hall Chadwick, Level 40, 2 Park Street, Sydney NSW 2000 on Friday, 28 May 2021 at 4:00pm (AEST) (Meeting).

In accordance with temporary modifications to the Corporations Act 2001 (Cth) under ASIC's 21-056MR 'no-action' position, 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 website link set out below:

https://web.automic.com.au/er/public/api/documents/OLL?fileName=OLL_Notify_of_AGM_2021_Final.pdf

In addition, a complete copy of the important Meeting documents has been posted on the Company's ASX market announcements page (ASX:OLL).

The Company encourages all shareholders to submit their votes and any questions in advance of the Meeting as this will provide the Company with the best opportunity to prepare for the Meeting. However, votes may also be submitted during the Meeting. Proxy forms can be lodged online, by post or in person by following the proxy lodgement instructions on the proxy form. Proxy forms must be received by the Company's share registry, Automic, by 4:00pm AEST on 26 May 2021.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the important Meeting documents.

To elect to receive shareholder communications electronically, please provide your details online at www.investor.automic.com.au.

If you are unable to access any of the important Meeting documents online please contact the Company via email to investors@openlearning.com.

The Australian Government is implementing a wide range of measures to contain or delay the spread of COVID-19. If it becomes necessary or appropriate to make alternative arrangements to those set out in the Company's Notice of Meeting, the Company will notify Shareholders accordingly via the Company's ASX Announcement Platform at asx.com.au (ASX: OLL).

Authorised by the Board of Directors.

Sincerely,

Justyn Stedwell
Company Secretary