

ASX Announcement | 28 May 2021

Results of Meeting

In accordance with ASX Listing Rule 3.13.2 & section 251AA of the Corporations Act, the following information is provided to the ASX in relation to the resolutions put to the shareholders of OpenLearning Limited at its Annual General Meeting of shareholders held on 28 May 2021.

All resolutions were passed at the meeting by a poll, called by the Chair pursuant to the Notice of Meeting. The Chair voted all undirected proxies held at his discretion in favour of each resolution.

A summary of the voting results is set out on the following page.

Authorised by:

Justyn Stedwell
Company Secretary

Ends.

About OpenLearning

OpenLearning Limited is a higher education technology company that provides a scalable online learning platform to education providers and a global marketplace of world-class courses for learners of all levels.

OpenLearning's platform enables the delivery of project-based, social learning to encourage interaction among users and foster a community of collaborative learners. OpenLearning's unique service provides a complete learning environment for all types of online education - from short courses through to micro-credentials and online degrees.

With more than 2.8 million learners worldwide across over thousands of courses provided by 177 education providers, OpenLearning is at the forefront of a new wave of online education delivery.

To learn more, please visit: <https://solutions.openlearning.com/>

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Results of meeting

Name of entity

OpenLearning Limited

ABN/ACN/ARSN/ARBN

635 890 390

Date of meeting

28 May 2021

| Resolutions voted on at the meeting | | | | | If decided by poll | | | | | Proxies received | | | |
|-------------------------------------|---|---------|---------------|------------------|--------------------|-------|---------------|------|-----------|------------------|---------|-----------|------------|
| Resolution | | Result | Voting method | If s250U applies | Voted for | | Voted against | | Abstained | For | Against | Abstain | Discretion |
| No | Short description | | | | Number | % | Number | % | Number | Number | Number | Number | Number |
| 1 | Adoption of Remuneration Report | Carried | Poll | No Strike | 37,958,836 | 99.18 | 311,948 | 0.82 | 2,276,582 | 36,274,504 | 311,948 | 2,276,582 | 1,655,166 |
| 2 | Re-election of Mr. Kevin Barry as a Director | Carried | Poll | N/A | 48,162,046 | 99.51 | 239,221 | 0.49 | 3,030 | 46,483,214 | 239,221 | 3,030 | 1,649,666 |
| 3 | Re-election of Mr. Spiro Pappas as a Director | Carried | Poll | N/A | 48,158,258 | 99.53 | 228,009 | 0.47 | 18,030 | 46,479,426 | 228,009 | 18,030 | 1,649,666 |
| 4 | Approval of 10% Placement Capacity | Carried | Poll | N/A | 47,870,541 | 99.01 | 478,319 | 0.99 | 55,437 | 46,205,875 | 478,319 | 26,271 | 1,664,666 |
| 5 | Ratification of prior issue of Placement Shares issued under ASX Listing Rule 7.1 | Carried | Poll | N/A | 40,533,214 | 99.30 | 285,719 | 0.70 | 125,937 | 35,684,104 | 285,719 | 96,771 | 4,849,110 |