

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme OpenLearning Limited (OLL)

ACN/ARSN 635 890 390

1. Details of substantial holder (1)

Name Alchemy Tribridge Sapphire Pty Ltd ACN 655 365 718 (ATS) and each holder of a relevant interest named in paragraph 3.

ACN/ARSN (if applicable) See above

The holder became a substantial holder on 29/11/2021

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares in OLL (OLL Shares)	31,182,796	31,182,796	15.80% (based on 197,358,300 OLL Shares on issue)

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
ATS	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) (Corporations Act), resulting from the acquisition of fully paid ordinary shares pursuant to a subscription agreement between ATS and OLL dated 25 November 2021	31,182,796 OLL Shares
Tribridge Limited (Tribridge)	Relevant interest in the shares referred to above arising under section 608(3)(a) of the <i>Corporations Act</i> , as Tribridge's voting power in ATS is greater than 20%. As Tribridge does not control ATS and is also not entitled to be registered as the holder of the shares, its ability to vote and dispose of these shares is qualified accordingly.	31,182,796 OLL Shares
Baghai Family Holdings Pty Ltd As Trustee For Baghai Family Superfund (BFH)	Relevant interest in the shares referred to above arising under section 608(3)(a) of the <i>Corporations Act</i> , as BFH's voting power in ATS is greater than 20%. As BFH does not control ATS and is also not entitled to be registered as the holder of the shares, its ability to vote and dispose of these shares is qualified accordingly.	31,182,796 OLL Shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
ATS, Tribridge and BFH	ATS	ATS	31,182,796 OLL Shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
ATS	29 November 2021	Cash consideration of A\$0.093 per OLL Share (being \$2,900,000 in aggregate) to be paid upon settlement of the Agreement.		31,182,796 OLL Shares

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6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:


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

7. Addresses

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

Name	Address
ATS	Level 17 383 Kent Street, Sydney NSW 2000
Tribridge	Vistra (Cayman) Limited, P. O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1 - 1205 Cayman Islands
BFH	10 McLeod Street, Mosman NSW 2088

Signature

print name Mehرداد Baghai capacity Authorised signatory
sign here  date 1 /Dec/ 2021

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.