

2022 AGM Letter to Shareholders and Proxy

Sydney, Australia, 27 April 2022: Global lifelong learning platform **OpenLearning Limited** ('the Company') (ASX: OLL) attaches the following documents in relation to the 2022 Annual General Meeting:

- AGM Letter to Shareholders; and
- Proxy Form.

Ends.

Authorised by:

OpenLearning Limited's Company Secretary.

Stay up to date with OpenLearning news as it happens:

Visit the Investor section of the OpenLearning website at: <https://solutions.openlearning.com/investor-home/>. There you can download the Company's Prospectus and see recent ASX Announcements and press coverage.

In addition to signing up for OpenLearning news directly from the Company, we also encourage shareholders to register to receive electronic communications from our share registry, Automic. To sign up for e-communications from Automic, please visit <https://www.automicgroup.com.au/>.

Thanks for your ongoing support. We look forward to sharing OpenLearning news with you.

For further information, please contact:

Company

Nova Taylor

Joint Company Secretary

P: +61 3 8678 4091

E: investors@openlearning.com

Investor Relations

Julia Maguire

The Capital Network

P: +61 2 8999 3699

E: julia@thecapitalnetwork.com.au

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. The Company'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 3 million learners worldwide across thousands of courses provided by 200 education providers, OpenLearning is at the forefront of a new wave of online education delivery.

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

For personal use only

27 April 2022

Dear Shareholder,

ANNUAL GENERAL MEETING – NOTICE AND PROXY FORM

Notice is hereby given that Annual General Meeting (“**AGM**”) of OpenLearning Limited (ASX: OLL) (“**OLL**” or the “**Company**”) will be held as a hybrid meeting (Meeting) at 2:00pm (AEST) on Friday, 27 May 2022.

OpenLearning Limited (ASX: OLL) (“**OLL**” or the “**Company**”), advises that an Annual General Meeting of Shareholders will be held at 2:00pm (AEST) on Friday, 27 May 2022 at Hall Chadwick, Level 40, 2 Park Street Sydney NSW 2000 and as a virtual meeting (**Meeting**). In accordance with Part 1.2AA of the *Corporations Act 2001*, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form.

Notice of AGM

The full Notice of AGM (“Notice of Meeting”) is available:

1. at https://web.automic.com.au/er/public/api/documents/OLL?fileName=OLL_AGM_NOM_FINAL.pdf
2. at <https://www2.asx.com.au/markets/company/oll>
3. by contacting the Joint Company Secretary at nova.taylor@automicgroup.com.au or +612 8072 1400.

Virtual Meeting

Shareholders who wish to attend the Meeting remotely via an online conference facility will need to register to attend the Meeting remotely by emailing investors@openlearning.com by no later than 48 hours prior to the Meeting (by 2:00 PM AEST on 25 May 2022). Instructions on how to join the Meeting remotely will be provided to all Shareholders who register. Shareholders who attend the Meeting remotely are encouraged to vote by completing and returning the proxy form.

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

To vote in person, attend the Meeting on the date and at the place set out above.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting.

Shareholders attending the meeting virtually and wishing to vote on the day of the meeting can find further instructions on how to do so in the Notice of Meeting. Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

| | |
|----------------|---|
| Online | Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. |
| By post | Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001 |

OpenLearning Limited (ASX: OLL)

ACN 635 890 390 • Phone: +61 2 8294 9686 • Web: www.openlearning.com
Address: Level 2, 235 Commonwealth Street, Surry Hills NSW 2010, Australia

For personal use only

| | |
|-----------------|---|
| By hand | Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000 |
| By email | Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au |

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

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

Sincerely,

Nova Taylor
Joint Company Secretary

For personal use only



OpenLearning Limited | ABN 18 635 890 390

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by 2.00pm (AEST) on Wednesday, 25 May 2022, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise, if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

For personal use only



For personal use only



TOL

VIRTUAL AGM

VIRTUAL PARTICIPATION AT THE AGM:

Shareholders who wish to attend the Meeting remotely via an online conference facility will need to register to attend the Meeting remotely by emailing investors@openlearning.com by no later than 48 hours prior to the Meeting (by 2:00 PM AEST on 25 May 2022). Instructions on how to join the Meeting remotely will be provided to all Shareholders who register. Shareholders who attend the Meeting remotely are encouraged to vote by completing and returning the proxy form.

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

STEP 1: Appoint Your Proxy

COMPLETE AND RETURN THIS FORM AS INSTRUCTED ONLY IF YOU DO NOT VOTE ONLINE

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of OpenLearning Limited, to be held at 2.00 pm (AEST) on Friday, 27 May 2022 at Hall Chadwick, Level 40, 2 Park Street, Sydney NSW 2000 hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair’s nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

| | | | | | | | | | | | | | | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|
| | | | | | | | | | | | | | | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. Unless indicated otherwise by ticking the “for,” against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 9 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 9 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2: Your Voting Direction

| Resolutions | For | Against | Abstain | Resolutions | For | Against | Abstain |
|--|--------------------------|--------------------------|--------------------------|--|--------------------------|--------------------------|--------------------------|
| 1. Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 7. Ratification of Prior Issue of 31,182,796 Fully Paid Ordinary Shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Election of Benjamin John Shields as Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 8. Ratification of Prior Issue of 2,150,537 Fully Paid Ordinary Shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Re-election of David Buckingham as Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 9. Renewal of Performance Rights and Option Plan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Special Resolution ASX Listing Rule 7.1A Approval of Future Issue of Securities | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 10. Special Resolution Approval to Refresh the Takeover Provisions within the Constitution | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Ratification of Prior Issue of 1,000,000 Unlisted Options | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 11. Special Resolution Adoption of Amended Constitution | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Ratification of Prior Issue of 250,000 Unlisted Options | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3: Sign Here + Contact

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

| | | |
|--|--|--|
| Individual or Securityholder 1 | Securityholder 2 | Securityholder 3 |
| <input style="width: 90%; height: 30px;" type="text"/> | <input style="width: 90%; height: 30px;" type="text"/> | <input style="width: 90%; height: 30px;" type="text"/> |
| Sole Director and Sole Company Secretary | Director | Director / Company Secretary |

Contact Name:

Email Address:

Contact Daytime Telephone:

Date (DD/MM/YY): / /

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

