

ASX Announcement | 27 May 2022

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 27 May 2022.

All resolutions were put to 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. Resolution 1 - Adoption of Remuneration Report, Resolution 4 - ASX Listing Rule 7.1A Approval of Future Issue of Securities, Resolution 9 - Renewal of Performance Rights and Option Plan and Resolution 10 - Approval to Refresh the Takeover Provisions within the Constitution were not passed at the meeting.

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

Ends.

Authorised by:

Nova Taylor
Joint 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:

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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 over thousands of courses provided by over 250 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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Disclosure of Proxy Votes

OpenLearning Limited

Annual General Meeting

Friday, 27 May 2022



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In accordance with section 251AA of the Corporations Act 2001, the following information is provided in relation to resolutions put to members at the meeting.

| Resolution | Decided by Show of Hands (S) or Poll (P) | Total Number of Proxy Votes exercisable by proxies validly appointed | Proxy Votes | | | | Poll Results (if applicable) | | |
|--|--|--|----------------------|----------------------|-----------|--------------------|------------------------------|----------------------|-----------|
| | | | FOR | AGAINST | ABSTAIN | PROXY'S DISCRETION | FOR | AGAINST | ABSTAIN |
| 1 Adoption of Remuneration Report | P | 85,920,791 | 2,911,379 3.39% | 82,908,162 96.49% | 25,001 | 101,250 0.12% | 5,970,963 6.72% | 82,908,162 93.28% | 25,001 |
| 2 Election of Benjamin John Shields as Director | P | 98,186,058 | 90,577,807 92.25% | 7,342,477 7.48% | 0 | 265,774 0.27% | 91,565,753 92.58% | 7,342,477 7.42% | 2,958,334 |
| 3 Re-election of David Buckingham as Director | - | - | Resolution withdrawn | | | | Resolution withdrawn | | |
| 4 ASX Listing Rule 7.1A Approval of Future Issue of Securities | P | 98,162,558 | 15,387,107 15.68% | 82,662,200 84.21% | 23,500 | 113,251 0.12% | 19,180,864 18.83% | 82,662,200 81.17% | 23,500 |
| 5 Ratification of Prior Issue of 1,000,000 Unlisted Options | P | 95,407,172 | 76,952,990 80.66% | 18,340,931 19.22% | 2,301,177 | 113,251 0.12% | 80,746,747 81.49% | 18,340,931 18.51% | 2,301,177 |
| 6 Ratification of Prior Issue of 250,000 Unlisted Options | P | 95,884,881 | 77,430,699 80.75% | 18,340,931 19.13% | 2,301,177 | 113,251 0.12% | 81,224,456 81.58% | 18,340,931 18.42% | 2,301,177 |
| 7 Ratification of Prior Issue of 31,182,796 Fully Paid Ordinary Shares | P | 58,032,060 | 41,739,878 71.93% | 16,153,930 27.84% | 2,301,177 | 138,252 0.24% | 45,558,636 73.82% | 16,153,930 26.18% | 2,301,177 |

| | | | Proxy Votes | | | | Poll Results (if applicable) | | |
|--|--|--|----------------------|----------------------|-----------|--------------------|------------------------------|----------------------|-----------|
| Resolution | Decided by Show of Hands (S) or Poll (P) | Total Number of Proxy Votes exercisable by proxies validly appointed | FOR | AGAINST | ABSTAIN | PROXY'S DISCRETION | FOR | AGAINST | ABSTAIN |
| 8 Ratification of Prior Issue of 2,150,537 Fully Paid Ordinary Shares | P | 57,697,157 | 41,404,975 71.76% | 16,153,930 28.00% | 2,301,177 | 138,252 0.24% | 45,223,733 73.68% | 16,153,930 26.32% | 2,301,177 |
| 9 Renewal of Performance Rights and Option Plan | P | 83,357,304 | 2,884,911 3.46% | 80,328,140 96.37% | 2,923,391 | 144,253 0.17% | 5,987,498 6.94% | 80,328,140 93.06% | 2,923,391 |
| 10 Approval to Refresh the Takeover Provisions within the Constitution | P | 95,286,167 | 30,507,833 32.02% | 64,614,081 67.81% | 2,899,891 | 164,253 0.17% | 34,352,592 34.71% | 64,614,081 65.29% | 2,899,891 |
| 11 Adoption of Amended Constitution | P | 95,901,382 | 89,403,257 93.22% | 6,333,872 6.60% | 2,284,676 | 164,253 0.17% | 93,248,016 93.64% | 6,333,872 6.36% | 2,284,676 |

