

ASX Announcement | 27 May 2022

Results of Meeting (Clarification on Resolution 1)

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.

Resolution 1 – Adoption of the Remuneration Report

As more than 25% of votes were cast against Resolution 1 - Adoption of Remuneration this constitutes a first strike for the purposes of the Corporations Act.

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



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			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

