

## Appendix 3Y

### Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	<b>OpenLearning Limited</b>
<b>ABN</b>	<b>18 635 890 390</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Rupesh Singh
<b>Date of last notice</b>	8 December 2022

#### **Part 1 - Change of director's relevant interests in securities**

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<b>ECA Investments Group Pty Limited</b>  Mr Singh is a Director of ECA Investments Group Pty Ltd and a beneficiary of the ECA Investments Group Trust
<b>Date of change</b>	N/A
<b>No. of securities held prior to change</b>	<b>ECA Investments Group Pty Limited</b>  53,305,946 Fully Paid Ordinary Shares
<b>Class</b>	N/A
<b>Number acquired</b>	N/A
<b>Number disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	N/A
<b>No. of securities held after change</b>	<b>ECA Investments Group Pty Limited</b>  53,305,946 Fully Paid Ordinary Shares

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**Appendix 3Y**  
**Change of Director's Interest Notice**

<p><b>Nature of change</b>          Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>N/A</p>
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**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<p><b>Detail of contract</b></p>	<p>ECA Investments Group Pty Ltd (atf the ECA Investments Group Trust) ('ECA') has entered into a conditional share sale agreement with Alchemy Tribridge Sapphire Pty Ltd ('Alchemy') to acquire Alchemy's 13.58% shareholding in OpenLearning.</p> <p>The share sale agreement is conditional and effective on shareholder approval under item 7 of section 611 of the Corporations Act.</p>
<p><b>Nature of interest</b></p>	<p><b>ECA Investments Group Pty Limited</b></p> <p>Mr Singh is a Director of ECA Investments Group Pty Ltd and a beneficiary of the ECA Investments Group Trust which is a party to the conditional share sale agreement.</p>
<p><b>Name of registered holder (if issued securities)</b></p>	<p>ECA Investments Group Pty Limited to be the registered holder of the securities on completion of the share sale agreement.</p>
<p><b>Date of change</b></p>	<p>1 May 2023</p>
<p><b>No. and class of securities to which interest related prior to change</b>          Note: Details are only required for a contract in relation to which the interest has changed</p>	<p>N/A</p>
<p><b>Interest acquired</b></p>	<p>36,379,929 Fully Paid Ordinary Shares are to be acquired under the share sale agreement, subject to shareholder approval under item 7 of section 611 of the Corporations Act.</p>
<p><b>Interest disposed</b></p>	<p>Nil</p>
<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and an estimated valuation</p>	<p>\$982,258.08</p>
<p><b>Interest after change</b></p>	<p>36,379,929 Fully Paid Ordinary Shares</p>

**Part 3 – +Closed period**

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<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	N/A
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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