

ASX Announcement | 31 May 2023**Results of Meeting**

In accordance with ASX Listing Rule 3.13.2 & section 251AA(2) 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 31 May 2023.

All resolutions were passed and decided by way of a poll, with exception to Resolution 5 – ASX Listing Rule 7.1A Approval of Future Issue of Securities which did not pass at the meeting.

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

Ends.**Authorised by:**

Adam Brimo
Group CEO & Managing Director

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.

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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/>

Disclosure of Proxy Votes

OpenLearning Limited

OpenLearning Limited - Notice of Annual General Meeting

Wednesday, 31 May 2023



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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	5,874,018	3,374,596 57.45%	1,223,878 20.84%	370,000	1,275,544 21.72%	8,446,229 87.34%	1,223,878 12.66%	370,000
2 Election of John Merakovsky as Director	P	73,016,963	71,156,918 97.45%	524,501 0.72%	0	1,335,544 1.83%	76,288,551 99.32%	524,501 0.68%	0
3 Election of Rupesh Singh as Director	P	73,016,963	71,148,788 97.44%	532,631 0.73%	0	1,335,544 1.83%	76,280,421 99.31%	532,631 0.69%	0
4 Re-Election of Spiro Pappas as Director	P	72,818,606	70,239,054 96.46%	1,244,008 1.71%	198,357	1,335,544 1.83%	75,370,687 98.38%	1,244,008 1.62%	198,357
5 ASX Listing Rule 7.1A Approval of Future Issue of Securities	P	72,812,605	17,620,484 24.20%	53,856,577 73.97%	204,358	1,335,544 1.83%	22,752,117 29.70%	53,856,577 70.30%	204,358
6 Ratification of Prior Issue of 25,734,750 Fully Paid Ordinary Shares	P	19,502,462	17,633,287 90.42%	533,631 2.74%	208,555	1,335,544 6.85%	22,764,920 97.71%	533,631 2.29%	208,555
7 Adoption of the Performance Rights and Option Plan	P	6,238,017	3,110,108 49.86%	1,792,365 28.73%	7,805,451	1,335,544 21.41%	8,241,741 82.14%	1,792,365 17.86%	7,805,451

			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 Amendment to Constitution: New Clause 36	P	73,006,765	70,932,233 97.16%	540,631 0.74%	10,198	1,533,901 2.10%	76,262,223 99.30%	540,631 0.70%	10,198
9 Amendment to Constitution: New Clause 2.4	P	73,006,765	70,944,233 97.17%	528,631 0.72%	10,198	1,533,901 2.10%	72,478,134 94.37%	4,324,720 5.63%	10,198
10 Spill Resolution (Conditional Item)	-	-					Resolution withdrawn		

