

# 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 becomes ASX's property and may be made public.*

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

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

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>	Spiro Pappas
<b>Date of last notice</b>	7 December 2023

### 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>	(1) Direct (2) Indirect
<b>Nature of indirect interest (including registered holder)</b>	(2) Nicollete Harper (wife of Mr Pappas)
<b>Date of change</b>	(1) 28 June 2024
<b>No. of securities held prior to change</b>	(1) 958,333 - Ordinary Fully Paid Shares (2) 2,720,758 - Ordinary Fully Paid Shares
<b>Class</b>	(1.b) Unlisted Options
<b>Number acquired</b>	(1.b) 1,000,000 Unlisted Options, exercisable at \$0.05 and expiring on 28/06/2029
<b>Number disposed</b>	Nil
<b>Value/Consideration</b>	Nil - Unlisted Options issued for nil cash consideration
<b>No. of securities held after change</b>	(1.a) 958,333 - Ordinary Fully Paid Shares (1.b) 1,000,000 Unlisted Options, exercisable at \$0.05 and expiring on 28/06/2029 (2) 2,720,758 - Ordinary Fully Paid Shares
<b>Nature of change</b>	Allotment of Unlisted Options following receipt of Shareholder approval on 31 May 2024.

### Part 2 - Change of director's relevant 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.

<sup>+</sup> See [chapter 19](#) for defined terms.

<b>Detail of contract</b>	Director Long-Term Incentive Grant
<b>Nature of interest</b>	Allotment of 1,000,000 Unlisted Options as outlined in Part 1.
<b>Name of registered holder (if issued securities)</b>	Spiro Pappas
<b>Date of change</b>	28 June 2024
<b>No. and class of securities to which interest related prior to change</b>	1,000,000 Unlisted Options
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	Refer to allotment in Part 1. Disposed means allotment of the 1,000,000 Unlisted Options
<b>Value/Consideration</b>	Refer to allotment in Part 1.
<b>Interest after change</b>	Nil

### Part 3 - <sup>+</sup>Closed period

<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>	No
<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

<sup>+</sup> See [chapter 19](#) for defined terms.  
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