

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

Name of entity	OpenLearning Limited
ABN	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.

Name of director	Spiro Pappas
Date of last notice	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.

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

⁺ See [chapter 19](#) for defined terms.

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

Part 3 - ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See [chapter 19](#) for defined terms.