

Appendix 3Z

Final 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 30/9/2001.

Name of entity	OpenLearning Limited
ABN	18 635 890 390

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of director	John Merakovsky
Date of last notice	6 July 2022
Date that director ceased to be director	5 December 2023

Part 1 – Director's relevant interests in securities of which the director is the registered holder

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.

Number & class of securities
Nil

+ See chapter 19 for defined terms.

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Part 2 – Director's relevant interests in securities of which the director is not the registered holder

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.

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

Name of holder & nature of interest	Number & class of securities
Note: Provide details of the circumstances giving rise to the relevant interest	
N/A	Nil

Part 3 – Director's interests in contracts

Detail of contract	Long -Term Incentive Grant
Nature of interest	<p>On 1 December 2023 the Company advised that Mr Merakovsky is entitled to a grant of 1,000,000 options, subject to receipt of Shareholder approval at the next general meeting.</p> <p>The terms of the options are as follows:</p> <ul style="list-style-type: none"> • Options to exercise into an equal number of fully paid ordinary share on conversion; • Exercise price \$0.05; • No vesting period; and • Expiry date is five years from the date of issue <p>In the event of a change of control or change of ownership, any unexercised Options will be cancelled.</p> <p>Further to Mr Merakovsky's resignation, the proposed grant to Mr Merakovsky has been withdrawn.</p>
Name of registered holder (if issued securities)	N/A
No. and class of securities to which interest relates	N/A

+ See chapter 19 for defined terms.