

**learnd SE**  
*Société européenne*  
Registered office: 5, Heienhaff, L-1736 Senningerberg, Grand Duchy of Luxembourg  
R.C.S. Luxembourg B 255487  
(the "**Company**")

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## CONVENING NOTICE TO THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY

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The annual general meeting of the shareholders of the Company (the "**Annual General Meeting**") is to be held on 30 June 2023 at 9.00 am CEST on the premises of Arendt & Medernach SA at 41A, Avenue John F. Kennedy, L-2082 Luxembourg, Grand Duchy of Luxembourg.

### I. AGENDA FOR THE ANNUAL GENERAL MEETING

1. Presentation of the management report of the management board of the Company (the "**Management Board**") and of the report of the independent auditor (*réviseur d'entreprises agréé*) on the Company's consolidated accounts for the financial year ended 31 December 2022 and on the Company's annual accounts for the financial year ended 31 December 2022.
2. Approval of the Company's consolidated accounts for the financial year ended 31 December 2022.
3. Approval of the Company's annual accounts for the financial year ended 31 December 2022.
4. Acknowledgement of the result of the Company made for the financial year ended 31 December 2022 and allocation of the results of the Company for the financial year ended 31 December 2022.
5. Granting of discharge (*quitus*) to Mr. Gisbert Rühl, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2022.
6. Granting of discharge (*quitus*) to Ms. Edith Bagott, member of the Management Board, for the exercise of her mandate during the financial year ended 31 December 2022.
7. Granting of discharge (*quitus*) to Mr. Oliver Kaltner, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2022.
8. Granting of discharge (*quitus*) to Mr. Josef Brunner, member of the supervisory board (the "**Supervisory Board**"), for the exercise of his mandate during the financial year ended 31 December 2022.
9. Granting of discharge (*quitus*) to Mr. Harald Mahrer, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2022.
10. Granting of discharge (*quitus*) to Ms. Anna-Katharina Smend, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2022.

11. Granting of discharge (*quitus*) to Mr. Philipp von Hagen, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2022.
12. Renewal of the mandate of Mazars Luxembourg S.A. (*société anonyme*), having its registered office at 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand-Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B159962, as independent auditor (*réviseur d'entreprises agréé*) of the Company for a period ending at the annual general meeting of shareholders of the Company to be held in 2024.
13. Presentation of and advisory vote on the remuneration report for the financial year ended 31 December 2022.
14. Presentation of and advisory vote on the amended remuneration policy for the Company.
15. Ratification of the remuneration of the members of the Supervisory Board for the financial year ended 31 December 2022.
16. Approval of the remuneration of the members of the Supervisory Board for the financial year ending on 31 December 2023.

## II. PARTICIPATION IN THE ANNUAL GENERAL MEETING

### 1. Record date

The rights of a shareholder to participate in the Annual General Meeting and to vote shall be determined with respect to the shares held by that shareholder on 16 June 2023 at midnight CEST (the “**Record Date**”). Any transferee having become owner of any shares after the Record Date has no right to vote at the Annual General Meeting.

Shareholders whose shares are held in book-entry form through the operator of a securities settlement system or with a professional depositary or sub-depositary designated by such depositary must request from their account bank or custodian a certificate certifying the number of shares recorded in their account on the Record Date (the “**Proof of Holding Form**”). To participate in and vote at the Annual General Meeting (regardless the manner they wish to participate, either by attendance in person, by representation through proxy or voting by correspondence), the Proof of Holding Form shall be submitted to the centralizing agent of the Company by e-mail to: [as\\_agm@bil.com](mailto:as_agm@bil.com) or at its registered office within the period from the Record Date until 25 June 2023 at 6.00 pm CEST.

A proof of holding form is provided on the website of the Company (<https://ir.learnd.co.uk/publications/>) which may be used.

### 2. Attendance

Shareholders may exercise their voting rights at the Annual General Meeting, as applicable, in one of the following manners, as further described below:

- (i) by attending the meeting in person, in the manner described below; or
- (ii) by appointing a proxy representative, in the manner described below; or

(iii) by voting by correspondence, in the manner described below.

The Management Board considers that shareholders who provide proof of their shareholding on the Record Date and submit their voting form as set forth in section 2.3. or provide a proxy as set forth in section 2.2. of the present convening notice do not have to undertake other formalities to comply with the obligation set out in Article 5(3) of the law of 24 May 2011 on the exercise of certain shareholders' rights at general meetings of listed companies. Notwithstanding the foregoing, in case of participation in person, the intention to participate in person shall be indicated as set forth in section 2.1.

#### 2.1. Attendance in person

The intention of a shareholder to participate in person in the Annual General Meeting (the “**In-Person Attendance Declaration Form**”) shall be notified by such shareholder to the centralizing agent of the Company by e-mail to: [as\\_agm@bil.com](mailto:as_agm@bil.com) no later than 25 June 2023 at 6.00 pm CEST. An in-person attendance declaration form is provided on the website of the Company (<https://ir.learnd.co.uk/publications/>) which may be used.

Any shareholder participating in the Annual General Meeting in person shall carry proof of identity.

Shareholders will have the opportunity to vote in person in the manner further specified at the Annual General Meeting.

#### 2.2. Representation through proxy

In the event that a shareholder appoints another person, shareholder or not, as his proxy to vote on his behalf, the completed and executed proxy form must be submitted to the centralizing agent of the Company by e-mail to: [as\\_agm@bil.com](mailto:as_agm@bil.com) no later than 25 June 2023 at 6.00 pm CEST.

The proxy form provided on the website of the Company (<https://ir.learnd.co.uk/publications/>) may be used and if used, only signed proxy forms will be taken into account (including for the avoidance of doubt, signed pursuant to a valid, legal and binding power of attorney and/or duly signed electronically). One person may represent more than one shareholder.

Shareholders having submitted a proxy form but who wish to revoke such proxy form may do so by timely providing a later dated proxy form or cancelling the proxy form in writing to the centralizing agent of the Company by e-mail to: [as\\_agm@bil.com](mailto:as_agm@bil.com).

If the centralizing agent of the Company receives more than one proxy form from a shareholder, only the last proxy form received by the centralizing agent of the Company no later than 25 June 2023 at 6.00 pm CEST will be considered.

#### 2.3. Voting by correspondence

Shareholders who do not wish to participate in person or to be represented through a proxy may vote through a voting form (including electronically) in the Annual General Meeting. The completed and executed voting form must be submitted to the centralizing agent of the

Company by e-mail to: as\_agm@bil.com or in any other form, and in particular by any other electronic means made available, no later than 25 June 2023 at 6.00 pm CEST.

The voting form provided by the Company on its website (<https://ir.learnd.co.uk/publications/>) may be used and if used, only signed voting forms will be taken into account (including for the avoidance of doubt, signed pursuant to a valid, legal and binding power of attorney and/or duly signed electronically).

Shareholders having submitted a voting form but who wish to revoke such voting form may do so by timely providing a later dated voting form or cancelling the voting form in writing to the centralizing agent of the Company by e-mail to: as\_agm@bil.com.

If the centralizing agent of the Company receives more than one voting form from a Shareholder, only the last voting form received by the centralizing agent of the Company no later than 25 June 2023 at 6.00 pm CEST will be considered.

### **3. Quorum and majority requirements**

There are no quorum requirements for the proposed resolutions 2 to 16 to be passed, which are adopted by a simple majority of the voting rights duly present or represented, save for agenda item 1, for which no vote is necessary.

### **4. Share capital and voting rights**

At the time of convening the Annual General Meeting, the Company's share capital amounts to nine hundred ninety-nine thousand nine hundred nineteen euro and ninety-one cent (EUR 999,919.91), represented by twenty-six million thirty-nine thousand five hundred eighty-one (26,039,581) shares without nominal value, all of which are fully paid up. Each share entitles the holder to one vote.

### **5. Contact details of the centralizing agent of the Company**

The contact details of the centralizing agent duly mandated by the Company to receive (i) the Proof of Holding Form, (ii) the In-Person Attendance Declaration Form (where applicable), (iii) the proxy form (where applicable) and (iv) the voting form (where applicable) and any questions about the Annual General Meeting pursuant to this convening notice are as follows:

<b>Attn:</b>	Agency Services Team (Desk 408D)
<b>Address:</b>	69, route d'Esch, L-2953 Luxembourg
<b>Tel:</b>	+352 4590 4597
<b>Email:</b>	as_agm@bil.com
<b>Swift Address:</b>	BILLULL

### **6. Language**

The Annual General Meeting will be held in English. The (i) the Proof of Holding Form, (ii) the In-Person Attendance Declaration Form (where applicable), (iii) the proxy form (where applicable) and (iv) the voting form (where applicable) shall be provided by the shareholders in English.

### **III. AVAILABILITY OF THE DOCUMENTATION**

The following information is available as from the day of the publication of this convening notice in the Luxembourg official gazette RESA (*Recueil Electronique des Sociétés et Associations*) and at least until and including the day of the Annual General Meeting on the Company's website (<https://ir.learnd.co.uk/publications/>):

- this convening notice for the Annual General Meeting;
- the draft resolutions in relation to each of the items included in the agenda to be adopted at the Annual General Meeting, or, where no resolution is proposed to be adopted, a comment from the Management Board;
- the total number of shares in issue and voting rights at the date of the convening notice;
- all documents made available by the Company at the Annual General Meeting;
- the in-person attendance declaration form, the proof of holding form, the proxy form, the voting form.

The shareholders may obtain without charge a copy of the full text of any of the above documents upon request to the centralizing agent of the Company by e-mail to: [as\\_agm@bil.com](mailto:as_agm@bil.com) or download them from the Company's website (<https://ir.learnd.co.uk/publications/>).

### **IV. REVISED AGENDA**

Shareholders providing evidence that they hold individually or collectively at least five percent (5%) of the issued share capital of the Company as of the Record Date are entitled to (i) request the addition of items to the agenda of the Annual General Meeting and (ii) to table draft resolutions for items included or to be included in the agenda of the Annual General Meeting.

Such rights must be exercised by sending such request by 8 June 2023 at midnight CEST at the latest, to the e-mail address of the centralizing agent of the Company: [as\\_agm@bil.com](mailto:as_agm@bil.com).

Where the requests entail a new item in the agenda for the Annual General Meeting already communicated to the shareholders, the Company will publish a revised agenda on or before 15 June 2023 at the latest.

### **V. RESULTS**

Subject to compliance with the threshold notification obligations provided for by the Luxembourg law of 11 January 2008 on transparency requirements for issuers of securities, as amended, there is no limit to the maximum number of votes that may be exercised by the same person, whether in its own name or by proxy. The results of the vote will be published on the Company's website (<https://ir.learnd.co.uk/publications/>) within fifteen (15) days following the Annual General Meeting.

### **VI. SHAREHOLDER QUESTIONS**

Duly registered shareholders that have correctly submitted their Proof of Holding Form shall have the opportunity to submit questions to the Company.

Questions in relation to the items on the agenda of the Annual General Meeting may be submitted in writing in advance of the Annual General Meeting. Shareholders must submit questions, along with their full name, via e-mail to the following address: [as\\_agm@bil.com](mailto:as_agm@bil.com) no later than 25 June 2023 at 6.00 pm CEST. Questions submitted after this deadline may not be answered and any questions submitted in writing by other means will not be considered.

The submitted questions will be answered at the reasonable discretion of the Company in the Annual General Meeting to the extent possible in view of the preparation, organisation and process of such meeting, and subject to the protection of confidentiality and its commercial interests. In particular, questions may be summarised, combined or separated. Reasonable questions may be selected in the interest of the other shareholders, and questions from shareholders' associations and institutional investors with significant voting interests may be given preference.

Luxembourg, 31 May 2023

For the Management Board:

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John Clifford

Title: Member of the Management Board

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Jennifer Rudder

Title: Member of the Management Board