

**learnd SE**

*Société européenne*

Registered office: 9, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg

R.C.S. Luxembourg B 255487

(the "**Company**")

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**VOTING RESULTS**

**OF THE ANNUAL GENERAL MEETING OF THE COMPANY**

**HELD ON 19 JUNE 2024 AT 13.00 PM CEST**

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ISIN LU2358378979

Votes: 11,142,417

Agenda item	Votes validly cast	Votes validly cast / share capital in %	Votes validly cast / total voting rights (excluding suspended voting rights) in %	Yes votes	Yes votes in %	No votes	No votes in %	Abstention
1. Presentation of the management report of the management board of the Company (the " <b>Management Board</b> ") and of the report of the independent auditor ( <i>réviseur d'entreprises agréé</i> ) on the Company's consolidated accounts for the financial year ended 31 December 2023 and on the Company's annual accounts for the financial year ended 31 December 2023.	No voting required							
2. Approval of the Company's consolidated accounts for the financial	11,142,417	42%	81%	11,142,417	100%	0	0	0

Agenda item	Votes validly cast	Votes validly cast / share capital in %	Votes validly cast / total voting rights (excluding suspended voting rights) in %	Yes votes	Yes votes in %	No votes	No votes in %	Abstention
year ended 31 December 2023.								
3.Approval of the Company's annual accounts for the financial year ended 31 December 2023.	<b>11,142,417</b>	<b>42%</b>	<b>81%</b>	<b>11,142,417</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>0</b>
4.Acknowledgement of the result of the Company made for the financial year ended 31 December 2023 and allocation of the results of the Company for the financial year ended 31 December 2023.	<b>11,142,417</b>	<b>42%</b>	<b>81%</b>	<b>11,142,417</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>0</b>
5.Granting of discharge ( <i>quitus</i> ) to Mr. John Clifford, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2023.	<b>11,142,417</b>	<b>42%</b>	<b>81%</b>	<b>11,142,417</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>0</b>
6.Granting of discharge ( <i>quitus</i> ) to Ms. Jennifer Rudder, member of the Management Board, for the exercise of her mandate during the financial year ended 31 December 2023.	<b>11,142,417</b>	<b>42%</b>	<b>81%</b>	<b>11,142,417</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>0</b>
7.Granting of discharge ( <i>quitus</i> ) to Mr. Simon Wood, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2023.	<b>11,142,417</b>	<b>42%</b>	<b>81%</b>	<b>11,142,417</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>0</b>
8.Granting of discharge ( <i>quitus</i> ) to Mr. Josef Brunner, member of the supervisory board of the	<b>11,142,417</b>	<b>42%</b>	<b>81%</b>	<b>11,142,417</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>0</b>

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Company (the " <b>Supervisory Board</b> "), for the exercise of his mandate during the financial year ended 31 December 2023.								
9. Granting of discharge ( <i>quitus</i> ) to Mr. Gisbert Rühl, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2023.	<b>11,142,417</b>	<b>42%</b>	<b>81%</b>	<b>11,142,417</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>0</b>
10. Granting of discharge ( <i>quitus</i> ) to Mr. Stefan Spang, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2023	<b>11,142,417</b>	<b>42%</b>	<b>81%</b>	<b>11,142,417</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>0</b>
11. Acknowledgment of the resignation of Ms. Jennifer Rudder, member of the Management Board, with effect as of 30 June 2024.	<b>11,142,417</b>	<b>42%</b>	<b>81%</b>	<b>11,142,417</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>0</b>
12. Appointment of Mr. Karl-Theodor zu Guttenberg as new member of the supervisory board of the Company, with effect as of the date of this annual general meeting of shareholders and for a period ending at the general meeting of shareholders approving the annual accounts relating to the financial year ending on 31	<b>11,142,417</b>	<b>42%</b>	<b>81%</b>	<b>11,142,417</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>0</b>

Agenda item	Votes validly cast	Votes validly cast / share capital in %	Votes validly cast / total voting rights (excluding suspended voting rights) in %	Yes votes	Yes votes in %	No votes	No votes in %	Abstention
December 2027 to be held in 2028.								
13. Renewal of the mandate of Mazars Luxembourg S.A. ( <i>société anonyme</i> ), 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 ( <i>réviseur d'entreprises agréé</i> ) of the Company for a period ending at the annual general meeting of shareholders of the Company to be held in 2025.	<b>11,142,417</b>	<b>42%</b>	<b>81%</b>	<b>11,142,417</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>0</b>
14. Presentation of and advisory vote on the remuneration report for the financial year ended 31 December 2023 in the form published on the website of the Company.	<b>11,142,417</b>	<b>42%</b>	<b>81%</b>	<b>11,142,417</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>0</b>
15. Presentation of and advisory vote on the amended remuneration policy for the Company in the form published on its website.	<b>11,142,417</b>	<b>42%</b>	<b>81%</b>	<b>11,142,417</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>0</b>
16. Approval of the remuneration of the members of the Supervisory Board with effect as of 1 January 2024.	<b>11,142,417</b>	<b>42%</b>	<b>81%</b>	<b>11,142,417</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>0</b>