Item 5.02 – Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As of August 6, 2019, the shareholders of Cengage Learning Holdings II, Inc. (the “Company”) voted to reelect Kermit Cook, Eric Sondag, and Marcelo Gigliani to serve on the Company’s Board of Directors. Mr. Cook, Mr. Sondag, and Mr. Gigliani each will continue to serve as a director until the third succeeding annual election by the Company’s shareholders, and until each of his successor has been appointed and qualified, or until the earlier of each of his resignation, removal, death, or incapacity.

About Cengage Learning

Cengage is the education and technology company built for learners. As the largest US-based provider of teaching and learning materials for higher education, we offer valuable options at affordable price points. Our industry-leading initiatives include Cengage Unlimited, the first-of-its-kind all-access digital subscription service. We embrace innovation to create learning experiences that build confidence and momentum toward the future students want. Headquartered in Boston, Cengage also serves K-12, library and workforce training markets around the world. Visit us at www.cengage.com or find us on Facebook or Twitter.