



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2019 Annual General Meeting of VR Education plc (the **Company**) will be held on 10 April 2019 at 9:00 a.m. at Unit 9, Cleaboy Business Park, Old Kilmeaden Road, Waterford, X91 AX83, Ireland to consider and, if thought fit, to pass the following resolutions, of which Resolutions 1 to 12 will be proposed as Ordinary Resolutions and Resolution 13 will be proposed as a Special Resolution:

ORDINARY RESOLUTIONS

1. To review the business of the Company and to receive the Company's audited accounts for the financial period ended 31 December 2018, together with the Directors' and the Auditor's Report thereon.
2. To re-appoint Richard Cooper as a Director.
3. To re-appoint David Whelan as a Director.
4. To re-appoint Sandra Whelan as a Director.
5. To re-appoint Séamus Larrisey as a Director.
6. To re-appoint Tony Hanway as a Director.
7. To re-appoint Michael Boyce as a Director.
8. To re-appoint PKF Littlejohn LLP as auditor of the Company to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company.
9. To authorise the Directors to determine the fees payable to the auditor.
10. To authorise the Directors to set the ordinary remuneration of the Directors at such level as the Directors deem fit and divisible in such manner as the Directors shall decide.
11. That the Company is authorised to hold all General Meetings outside of the Republic of Ireland (**State**) pursuant to section 176 of the Companies Act 2014 (**Act**), providing that the Company makes all necessary arrangements to ensure that members can, by technological means, participate in any such meeting without leaving the State.
12. That the Directors are hereby generally and unconditionally authorised in substitution for all existing authorities to exercise all powers of the Company to allot and issue all relevant securities (within the meaning of Section 1021 of the Act) up to an aggregate nominal value equivalent to one third of the issued share capital of the Company at the close of business on the date of this meeting. The authority hereby conferred shall expire on the earlier of 15 months from the passing of the resolution or at the conclusion of the next AGM, whichever occurs first, save that the Company may make an offer or agreement before the expiry of this authority, which would or might require any such securities to be allotted or issued after this

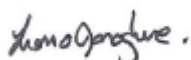
authority has expired, and the Directors may allot and issue any such securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

13. That the Directors are hereby empowered pursuant to Section 1023 of the Act to allot equity securities (as defined in Section 1023 of the Act) for cash, pursuant to the authority conferred by Resolution 12 above as if sub-section (1) of Section 1022 did not apply to any such allotment, provided that this power shall be limited to:
- a. the allotment of equity securities in connection with any offer of securities open for a period fixed by the Directors, by way of rights issue, open offer or otherwise in favour of holders of Ordinary Shares (other than those holders with registered addresses outside the State to whom an offer would, in the opinion of the Directors, be impractical or unlawful in any jurisdiction) and any persons having a right to subscribe for or convert securities into Ordinary Shares in the capital of the Company (including, without limitation, share warrants granted prior to Admission but for the avoidance of doubt excluding any person entitled to Ordinary Shares pursuant to the ESOP in respect of such entitlement) where the equity securities respectively attributable to the interests of such holders of Ordinary Shares or such persons are proportionate (as nearly as may be) to the respective number of Ordinary Shares held by them or for which they are entitled to subscribe or convert into subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems under the laws of, or the requirement of any recognised body or stock exchange in, any territory;
 - b. in addition to the authority conferred by (a), the allotment of equity securities up to a maximum aggregate nominal value of 20% of the issued capital of the Company as at a close of business on the date of this meeting; and
 - c. pursuant to the terms of any share option scheme for Directors and/or employees etc. of the Company and/or its subsidiaries;

The authority hereby conferred shall expire on the earlier of fifteen months from the date of passing this Resolution and the conclusion of the next annual general meeting of the Company unless previously varied, revoked or renewed by the Company in general meeting provided, however, that the Company may make an offer or agreement before the expiry of this authority, which would or might require any such securities to be allotted or issued after this authority has expired, and the Directors may allot and issue any such securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

By order of the Board



Liam O'Donoghue
Company Secretary

14 March 2019

Registered Office: VR Education Holdings plc, Unit 9, Cleaboy Business Park, Waterford, Ireland

NOTES TO NOTICE OF AGM:

The following notes explain your general rights as a shareholder and your right to attend and vote at the AGM or to appoint someone else to vote on your behalf.

1. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the date of the meeting (or in the case of an adjournment as at close of business on the day which is two days before the date of the adjourned meeting). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
2. A member entitled to attend and vote at the Annual General Meeting convened by this Notice is entitled to appoint one or more proxies to attend, speak and vote in his or her stead. A proxy need not be a member of the Company. If a member wishes his proxy to speak on his behalf at the Meeting, he will need to appoint his own choice of proxy (who is not the Chairman) and give instructions directly to the proxy. A proxy shall be bound by the constitution of the Company. A proxy need not be a member of the Company. The completion and return of a form of proxy (or any CREST Proxy Instruction (as defined in Note 7)) will enable a shareholder to vote at the Annual General Meeting without having to be present at the Meeting but will not preclude him from attending the Meeting and voting in person if he should subsequently decide to do so.
3. In the case of joint registered holders, the signature of one holder will be accepted and the vote of the senior who tenders a vote, whether in person or proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand on the register of members in respect of the relevant joint holding.
4. A "Vote withheld" is not a vote at law, which means that the vote will not be counted in the proportion of votes "For" or "Against" the relevant resolution. A shareholder who does not give any voting instructions in relation to a resolution should note that his proxy will have authority to vote or withhold a vote on that resolution as he thinks fit. A proxy will also have authority to vote or to withhold a vote on any other business (including amendments to resolutions) which is properly put before the Annual General Meeting, as he thinks fit.
5. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please sign and date the form of proxy and attach a schedule listing the names and addresses (in block capitals) of all your proxies, the number of shares in respect of which each proxy is appointed (which, in aggregate should not exceed the number of shares held by you) and indicating how you wish each proxy to vote or abstain from voting. If you wish to appoint the Chairman as one of your multiple proxies, insert "Chairman of the Meeting" in the box which is used to identify the name of the proxy on the proxy card.
6. To be valid, the form of proxy must be lodged with Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, not later than 48 hours before the time appointed for the holding of the Annual General Meeting or at any adjournment thereof. Any alteration to the Form of Proxy must be initialed by the person who signs it. CREST members who wish to appoint a proxy or proxies by utilising the proxy appointment service may do so for the meeting (and any adjournment thereof) by following the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf. Alternatively, a member may appoint a proxy or proxies electronically by logging on to the website of the registrars, Computershare Services (Ireland) Limited: at www.eproxyappointment.com. Shareholders will be asked to enter their Shareholder Reference Number and PIN Number as printed on your Form of Proxy and agree to certain conditions.
7. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it relates to the appointment of a proxy, the revocation of a proxy appointment or to an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Computershare (ID 3RA50) by the last time(s) for receipt of proxy appointments specified in Note 6 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Computershare is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After

this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

8. As at 14 March 2019 (being the last business day prior to the publication of this Notice) the Company's issued share capital consisted of 193,136,406 ordinary shares, carrying one vote each. The total voting rights in the Company as at 14 March 2019 are 193,136,406. On a vote on a show of hands, every ordinary shareholder present in person and every proxy has one vote (but no individual shall have more than one vote). On a poll every ordinary shareholder shall have one vote for every ordinary share of which he or she or it is the holder. Ordinary resolutions require to be passed by a simple majority of votes cast by those ordinary shareholders who vote in person or by proxy. Special resolutions require to be passed by a majority of 75% of votes cast by those ordinary shareholders who vote in person or by proxy.
9. Copies of all documentation tabled before the AGM are available on the Company's website. Should you not receive a Form of Proxy, or should you wish to be sent copies of these documents, you may request this by telephoning the Company's registrar (on +353 1 696 8427).