

PROXY VOTES RECEIVED FOR THE GENERAL MEETING OF VR EDUCATION HOLDINGS PLC

Incorporated and registered in Republic of Ireland with registered number 613330

HELD ON 11 June, 2020 AT 11:00 AM.

ORDINARY RESOLUTION

1. **THAT** the Directors be and they are hereby generally and unconditionally authorised for the purposes of section 1021 of the Irish Companies Act 2014 (the **Act**) to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 1021 of the Companies Act 2014):
- (a) up to an aggregate nominal amount of €48,285 in connection with the allotment of the Subscription Shares;
 - (b) otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of €79,669 which represents approximately 33 per cent of the Enlarged Issued Share Capital.

These authorities are in substitution for and shall replace any other existing authorities to the extent not utilised at the date this Resolution is passed and shall expire on the earlier of 15 months after the date of the passing of this Resolution or at the conclusion of the next annual general meeting of the Company following the passing of this Resolution unless previously varied, revoked or renewed by the Company in a general meeting, save, however, that the Company may before such expiry make offers or agreements which would or might require shares to be allotted or rights to be granted after such expiry and the directors may allot shares, or grant rights to subscribe for or convert any security into shares, in pursuance of any such offer or agreement as if the authorities conferred hereby had not expired.

| Votes for | % | Votes against | % | Votes withheld |
|------------------|----------|----------------------|----------|-----------------------|
| 125,073,741 | 0 | 0 | 0 | 0 |

SPECIAL RESOLUTION

2. **THAT**, subject to and conditional upon the passing of Resolution 1 set out above, the Directors be and they 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 1 above as if subsection (1) of Section 1022 did not apply to any such allotment, provided that this power shall be limited to:
- (a) the allotment of the Subscription Shares pursuant to the authority conferred by Resolution 1(a);
 - (b) the allotment of equity securities for cash in connection with or pursuant to rights issues or open offers or invitation in favour of holders of Ordinary Shares in proportion (as nearly as practicable) to the respective number of Ordinary Shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or, if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may deem necessary or appropriate to deal with fractional entitlements, treasury shares, record dates, or legal, regulatory or practical difficulties which may arise under the laws of, or the

requirements of, any regulatory body or stock exchange in any territory or any other matter whatsoever; and

- (c) the allotment of equity securities, otherwise than pursuant to paragraphs (a) to (b) (inclusive) of this Resolution, pursuant to the authority conferred by Resolution 1(b), up to an aggregate nominal amount of €48,285 which represents approximately 20 per cent of the Enlarged Issued Share Capital.

This power shall expire on the earlier of 15 months after the date of the passing of this Resolution or at the conclusion of the next annual general meeting of the Company following the passing of this Resolution unless previously varied, revoked or renewed by the Company in a general meeting, save, however, that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

| Votes for | % | Votes against | % | Votes withheld |
|------------------|----------|----------------------|----------|-----------------------|
| 125,073,741 | 0 | 0 | 0 | 0 |

As at 9 June, 2020, there were 193,136,406 ordinary shares in issue. Shareholders are entitled to one vote per share. Votes withheld are not votes in law and so have not been included in the calculation of the proportion of votes for and against a resolution.