

Attendance Card

ENGAGE XR Holdings Plc ("the Company") invites you to attend the Annual General Meeting ("AGM") of the Company to be held in Unit 9, Cleaboy Business Park, Old Kilmeaden Road, Waterford, X91 AX83, Ireland, on 29 June 2023 at 11.00 a.m

Shareholder Reference Number

Form of Proxy – Annual General Meeting ("AGM") to be held on 29 June 2023



Cast your Proxy online 24 hours a day...It's fast, easy and secure!

www.eproxyappointment.com

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 918608

SRN:

PIN:



To view the Shareholder Circular and Notice of AGM online visit www.engagevr.io

To be effective, all proxy appointments must be lodged with the Company's Registrar at:

Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland or through the voting website, see above, by 27 June at 11.00 a.m.

Explanatory Notes:

- Notwithstanding any other matter herein, the Company will take all appropriate safety measures as the Directors may in their absolute discretion determine from time to time, and in any individual case, to be necessary or desirable at, during or prior to the meeting to ensure the safety of attendees and others involved with it and comply with applicable requirements. Such measures may, without limitation, include the restriction of the number of attendees, and health and/or compliance related checks and requirements.
- The process for appointing a proxy now depends on the manner in which you hold your interest in the Company's shares. All proxy voting instructions (whether submitted directly or through the Euroclear Bank or Crest (for those persons holding CDIs) systems must be received by the Registrar not less than 48 hours before the time appointed for the AGM or any adjournment of the AGM. However, persons holding through the Euroclear Bank system or the CREST system will also need to comply with any additional voting deadlines imposed by the respective service offerings. All persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity. If you hold your shares in uncertificated (electronic) form, details on how you can vote at the AGM are available in the Notice of Meeting and on the Company's website.
- Every shareholder has the right to appoint a proxy, who need not be a shareholder, to exercise all or any of his/her/its rights, to attend, speak, ask questions and vote on his/her/its behalf at the meeting, or any adjournment thereof. If you wish to appoint a person other than the chair of the meeting, please insert the name of your chosen proxy holder, in block capitals, in the space provided. A proxy (including a substitute proxy) shall be entitled at his or her discretion and without notice to you to (i) nominate and appoint any person to be a substitute proxy for him or her for any of the purposes contemplated by this Form of Proxy with liberty to revoke any such appointment at his or her discretion and/or (ii) replace such substitute proxy with any other person at his or her discretion (each of the foregoing being, a Substitute Proxy). A proxy shall be bound by, and shall be entitled to act in all respects in accordance with the terms of this Form of Proxy. All references to "proxy" shall be deemed to include persons who are substitute Proxies for the time being.
- A shareholder may appoint more than one proxy to attend, speak, ask questions and vote at the meeting or any adjournment thereof, provided that each proxy is appointed to exercise rights attached to different shares held by that shareholder. To appoint more than one proxy, additional proxy forms may be obtained by contacting the Registrar's helpline on + 353 1 696 8427 or you may photocopy this form. Please indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement. All forms must be signed and should be returned together in the same envelope. where a poll is taken at the AGM, a shareholder, present in person or proxy, holding more than one share is not required to cast all their votes in the same way.
- To be effective, the completed and executed Form of Proxy together with any original power of attorney or other authority under which it is executed, or a copy of such authority notarially certified must be deposited with the Registrar of the Company by post to Computershare Investor Services (Ireland) Limited so as to be received no later than 48 hours before the time appointed for the AGM or any adjournment thereof, or at least 48 hours before taking of the poll at which it is to be used. Any alteration to the Form of Proxy must be initiated by the person who signs it.
- For shareholders whose name appears on the register of members of the Company (being shareholders holding shares in certificated (paper) form), your proxy may:
 - be submitted by fax to +353 (1) 447 5572, provided it is received in legible form; or
 - be submitted electronically by accessing the Registrar's website www.eproxyappointment.com. You will require your Control Number, Shareholder Reference Number (SRN) and PIN number as printed on your Form of Proxy. Full details of the procedures including voting instructions are given on the website; or
 - be submitted by post to Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland.
- This Form of Proxy must (i) in the case of an individual shareholder be signed and submitted electronically by the shareholder or his/her attorney; or (ii) in the case of a body corporate be executed either under its common seal or signed on its behalf by an authorised officer or attorney or submitted electronically in accordance with the note above.
- In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand on the register of members in respect of joint holdings. The "Abstain" option overleaf enables you to abstain on any particular resolution. However, it should be noted that a "Vote to Abstain" is not a vote in law and will not be counted in the calculation of the proportion of the "For" or "Against" a resolution.
- Pursuant to the Companies Act 2014 (as amended), entitlement to attend and vote at the AGM and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.00 p.m. on the day which is four days before the date of the meeting, 25 June 2023 (or in the case of an adjournment as at close of business on the day which is four 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 AGM. Subject to note 1, the appointment of a proxy will not preclude a member from attending the Meeting and voting in person if he should subsequently decide to do so.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

All Holders

Poll Card To be completed only at the AGM if a Poll is called.

Ordinary Resolutions

1. To receive the Company's audited accounts for the financial period ended 31 December 2022.
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 Larrissey as a Director.
6. To re-appoint Kenny Jacobs as a Director.
7. To re-appoint Praveen Gupta as a Director.
8. To re-appoint PKF O'Connor Leddy & Holmes LLP as auditor of 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.
11. Authorisation to allot and issue all relevant securities up to an aggregate nominal value equivalent to one third of the issued share capital of the Company.

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolutions

12. Authorisation to allot equity securities for cash otherwise than on a pre-emptive basis.
13. To amend Rule 4.1 of the "2018 Share Option Plan" (see the Notice of Annual General Meeting for full details).
14. To amend the definition of "ESOP" in the Company's constitution (see the Notice of Annual General Meeting for full details).

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Form of Proxy

Please use a black pen. Mark with an **X** inside the box as shown in this example. X
 You can also instruct your proxy not to vote on a resolution by inserting an "X" in the vote withheld box.
 Shareholders are urged to appoint the Chair of the Meeting as their proxy.

I/We hereby appoint the Chair of the Meeting OR the following person

*

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf on any matter at the Annual General Meeting of ENGAGE XR Holdings Plc at Unit 9, Cleaboy Business Park, Old Kilmeaden Road, Waterford, X91 AX83, Ireland on 29 June 2023 at 11.00 a.m., and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an X in the appropriate box.

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Ordinary Resolutions

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4. To re-appoint Sandra Whelan as a Director.
5. To re-appoint Séamus Larrissey as a Director.
6. To re-appoint Kenny Jacobs as a Director.
7. To re-appoint Praveen Gupta as a Director.
8. To re-appoint PKF O'Connor Leddy & Holmes LLP as auditor of 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.
11. Authorisation to allot and issue all relevant securities up to an aggregate nominal value equivalent to one third of the issued share capital of the Company.

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/we direct my/our proxy to vote on the resolutions proposed at the Meeting as indicated on this form. Where no instruction appears above as to how the proxy should vote the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD/MM/YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).