

**THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) ("**FSMA**") if you are resident in the United Kingdom or, if you are resident in the Republic of Ireland, from an organization or firm which is duly authorised under the European Communities (Markets in Financial Instruments) Regulations 2017 (as amended) or the Investment Intermediaries Act 1995 (as amended) or, person otherwise similarly qualified in your jurisdiction) or, if you are not so resident, from another appropriately authorised independent financial adviser.

If you have sold or transferred all of your Ordinary Shares, please send this document and the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. If you sell or have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain these documents and consult the bank, stockbroker or other agent through whom the sale or transfer was effected. If you receive this document from another Shareholder, as a purchaser or transferee, please contact the Registrar for a personalised Form of Proxy.

This document does not constitute an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), Ordinary Shares or an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), new Ordinary Shares. This document does not comprise a prospectus approved in accordance with the Prospectus Regulation Rules of the FCA or the European Union (Prospectus) Regulations 2019. This document has not been examined or approved by the FCA, the London Stock Exchange, Euronext Dublin, the Central Bank of Ireland or any other regulatory authority. This document does not constitute a recommendation regarding securities of the Company and is a shareholder circular being sent solely for your information in connection with the Resolutions to be proposed at the General Meeting of the Company

Copies of this document will be available free of charge to the public at <https://immersivereeducation.com/>.

The Existing Ordinary Shares are admitted to trading on AIM and on Euronext under the symbols VRE and 6VR respectively. Application will be made to the London Stock Exchange and Euronext Dublin for the Subscription Shares to be admitted to trading on AIM and Euronext respectively. Conditional on the passing of the Resolutions at the General Meeting, it is expected that Admission will become effective at 8:00 a.m. on 12 June 2020. AIM and Euronext are markets designed primarily for emerging or small companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the FCA and Euronext securities are not admitted to the main securities market of Euronext Dublin.

Prospective investors should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent and appropriately qualified financial adviser.

The Subscription Shares will, when issued and fully paid, rank pari passu in all respects with the Existing Ordinary Shares, including the right to receive all dividends or other distributions declared, made or paid after the date of their issue.

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## **VR Education Holdings plc**

*(Incorporated in Republic of Ireland with registered no. 613330)*

Conditional Subscription of 48,284,102 new Ordinary Shares at 5.47 pence per Ordinary Share

and

Notice of General Meeting

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This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 5 to 10 (inclusive) of this document and which includes a recommendation from the Directors of the Company that you vote in favour of the Resolutions to be proposed at the General Meeting. The Subscription will not take place unless the Resolutions are passed at the General Meeting.

The Directors, whose names and functions appear on page 5 of this document, and the Company, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

**Notice of the General Meeting, to be held at the offices of VR Education Holdings plc, Unit 9, Cleaboy Business Park, Waterford, Ireland at 11am on 11 June 2020, is set out at the end of this document. The accompanying Form of Proxy for use in connection with the General Meeting should be completed by Shareholders and returned as soon as possible but, in any event, so as to be received by the Registrar, Computershare Services (Ireland) Limited by no later than 11am on 9 June 2020 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting). The completion and return of a Form of Proxy or any CREST Proxy Instruction will not preclude Shareholders from attending and voting at the General Meeting should they so wish.**

If you hold your Ordinary Shares in CREST, and you wish to appoint a proxy or proxies through the CREST electronic proxy appointment service, you may do so by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)).

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with Euroclear's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 the Registrar, Computershare Services (Ireland) Limited not later than 11 a.m. on 9 June 2020.

**COVID-19 – In light of the public health advice in response to the COVID-19 pandemic, including to limit travel and public gatherings, and the importance of the health and safety of Shareholders, staff and others, the Company strongly encourages all Shareholders to submit their Form of Proxy or CREST Proxy Instruction, appointing the chairman of the General Meeting as proxy, rather than attend the General Meeting in person. Instructions on how to complete and return of a Form of Proxy or any CREST Proxy Instruction as described in this Notice.**

Cairn Financial Advisers LLP ("**Cairn**") is authorised and regulated by the Financial Conduct Authority in the United Kingdom. Cairn is acting solely as nominated adviser exclusively for the Company and no one else in connection with the Subscription and will not regard any other person (whether or not a recipient of this document) as its client in relation to the contents of this document nor will it be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice in relation to the contents of this document. Apart from the responsibilities and liabilities, if any, which may be imposed on Cairn by FSMA or the regulatory regime established thereunder, Cairn accepts no responsibility whatsoever, and makes no representation or warranty, express or implied, for the contents of this document including its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on behalf of it, the Company or any other person, in connection with the Company and the contents of this document, whether as to the past or the future. Cairn accordingly disclaims all and any liability whatsoever, whether arising in tort, contract or otherwise (save as referred to above), which it might otherwise have in respect of the contents of this document or any such statement.

J&E Davy ("**Davy**") is authorised and regulated in Ireland by the Central Bank of Ireland. Davy is acting solely as Euronext Growth Advisor and Joint Broker exclusively for the Company and no one else in connection with the Subscription and will not regard any other person (whether or not a recipient of this document) as its client in relation to the contents of this document nor will it be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice in relation to the contents of this document. Davy accepts no responsibility whatsoever, and makes no representation or warranty, express or implied, for the contents of this document including its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on behalf of it, the Company or any other person, in connection with the Company and the contents of this document, whether as to the past or the future. Davy accordingly disclaims all and any liability whatsoever, whether arising in tort, contract or otherwise, which it might otherwise have in respect of the contents of this document or any such statement.

Following the Subscription, HTC will control the exercise of voting rights in respect of approximately 20 per cent. of the Enlarged Issued Share Capital. Accordingly, a relationship deed has been entered into between the Company, Cairn, the Joint Brokers and HTC (the "**Relationship Deed**") to ensure that the Company is able to carry out its business independently of HTC and to regulate the relationship between HTC and the Company on an arm's length and normal commercial basis.

In addition, pursuant to the terms of a lock-in and orderly market deed entered into between HTC, the Company, Cairn and the Joint Brokers (the "**Lock-In Deed**"), HTC has undertaken not to sell or dispose of any Subscription Shares, except in certain limited circumstances, at any time before the date falling six months after Admission. HTC has further agreed that it will, for a further period of six months thereafter, be subject to orderly market arrangements during which time it will not sell or dispose of any Subscription Shares otherwise than through the Joint Brokers provided the Joint Brokers fulfil certain conditions in the Lock-In Deed.

No person has been authorised to give any information or make any representations other than those contained in this document and, if given or made, such representations must not be relied on as having been so authorised. The delivery of this document shall not, under any circumstances, create any implication that there has been no change to the affairs of the Company or the Group since the date of this document or that the information is correct as of any subsequent time.

### **Forward-looking Statements**

This document includes "forward-looking statements" which include all statements other than statements of historical facts, including, without limitation, those regarding the Company's business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. No undue reliance should be placed upon forward-looking statements. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based, unless required to do so by applicable law, the AIM Rules for Companies or the Euronext Rules.

### **Exchange Rates**

The exchange rate between Euros and pounds sterling used in this document is 1:0.88.

### CONDITIONAL SUBSCRIPTION STATISTICS

Issue Price	5.47 pence
Number of Existing Ordinary Shares as at the date of this document	193,136,406
Number of Subscription Shares	48,284,102
Enlarged Issued Share Capital following Completion	241,420,508
Subscription Shares as a percentage of the Enlarged Issued Share Capital following Completion	20 per cent.
Gross proceeds of the Subscription	€3 million (£2.64 million)
Net proceeds of the Subscription	Approximately €2.93 million (£2.58 million)
ISIN	IE00BG0HDR01
SEDOL	BFZWBQ8

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication and Posting of this document and Form of Proxy	19 May 2020
Latest time and date for receipt of Forms of Proxy	11 a.m. on 9 June 2020
General Meeting	11 a.m. on 11 June 2020
Results of the General Meeting announced	11 June 2020
Expected Admission of the Subscription Shares on AIM and Euronext	12 June 2020
Where applicable, expected date for CREST account to be credited in respect of Subscription Shares in uncertificated form	12 June 2020

### Notes:

- 1. Each of the above times and/or dates is subject to change at the absolute discretion of the Company, Cairn and the Joint Brokers. If any of the above times and/or dates should change, the revised times and/or dates will be announced through a Regulatory Information Service.*
- 2. All of the above times refer to London time unless otherwise stated.*
- 3. All events listed in the above timetable following the General Meeting are conditional on the passing of each of the Resolutions at the General Meeting.*

## LETTER FROM THE CHAIRMAN OF VR EDUCATION HOLDINGS PLC

*Incorporated and registered in Republic of Ireland with registered number 613330*

### *Directors*

Richard Cooper (Non-Executive Chairman)  
David Whelan (Chief Executive Officer)  
Seamus Larrissey (Chief Financial Officer)  
Sandra Whelan (Chief Operating Officer)  
Tony Hanway (Non-Executive Director)  
Michael Boyce (Non-Executive Director)

### *Registered Office:*

Unit 9  
Cleaboy Business Park  
Waterford  
Ireland

19 May 2020

To: Shareholders and, for information only, to the holders of options and warrants over Ordinary Shares

Dear Shareholder

### **Conditional Subscription for 48,284,102 Subscription Shares at 5.47 pence per Subscription Share**

and

### **Notice of General Meeting**

#### **1. Introduction**

HTC has agreed to invest, conditional on passing of the Resolutions and Admission, €3,000,000 in the Company for 48,284,102 Subscription Shares. The Subscription will be made via an indirect wholly owned subsidiary of HTC. In addition, and further to the announcement of 19 March 2020, HTC Corporation and the Company are entering into a strategic partnership for the distribution and license of the Company's ENGAGE platform globally through HTC enterprise sales channels. The terms of a distribution and license agreement (the "**Distribution and License Agreement**") have been agreed and the terms of the Distribution and License Agreement will take effect in advance of Completion.

The Board is seeking the authority to allot and issue the Subscription Shares which requires the Shareholders to pass the Resolutions by the requisite majorities at a duly convened general meeting of the Company.

In light of the public health advice in response to the COVID-19 pandemic, including to limit travel and public gatherings, and the importance of the health and safety of Shareholders, staff and others, the Company strongly encourages all Shareholders to submit their Form of Proxy or CREST Proxy Instruction, appointing the chairman of the General Meeting as proxy, rather than attend the General Meeting in person which, given the COVID-19 pandemic, cannot be facilitated. Only the formal business of the Resolutions will be carried out at the General Meeting and no update will be provided.

#### **2. Use of Proceeds of the Subscription**

The proceeds of the Subscription will be primarily used to further develop and enhance the Company's proprietary ENGAGE platform and build out its sales and marketing capability. The

proceeds will also be used to a lesser extent to produce additional showcase experiences which support the uptake of the ENGAGE platform and clearly demonstrate its potential.

### **3. Current Trading and Prospects**

VR Education has continued to make progress during the first half of 2020.

Showcase experiences continue to perform strongly with Apollo 11, Titanic and Shuttle Commander generating €2.5m since their respective releases. A number of agreements have been entered into on the ENGAGE platform with customers in the USA and elsewhere, and, subject to entering into the Distribution and License Agreement, the Group expects significant traction in the Greater China region during the rest of 2020.

Since the year end, the Group's ENGAGE platform hosted the 2020 HTC VIVE Conference in March 2020, which represented the first global conference to be hosted entirely via VR. The success of this event has led to a significant number of enquiries from blue chip corporate customers who are interested in using ENGAGE. Further smaller events have been successfully hosted in ENGAGE since the HTC event.

On 14 April 2020, the Group also announced that it had signed a partnership agreement with US-based VictoryXR, a world leader in VR and augmented reality ('AR') content creation for schools and education, for the use of the Group's ENGAGE platform. During April it also signed a non-exclusive distribution license agreement with California-based NuEyes Technologies Inc., a provider of VR wearable technology for the visually impaired, for the use of the Group's ENGAGE platform.

The COVID-19 pandemic has created an unprecedented climate, both from a social and from an economic perspective. It has nonetheless also provided a significant market opportunity for the Group whereby the ENGAGE platform can be used to facilitate the significant increase in demand for remote working, virtual conferencing and other collaboration tools. The proceeds of the Subscription will allow the Group to further develop and promote the ENGAGE platform to take advantage of these opportunities.

### **4. Further Details on HTC**

Listed on the Taiwan Stock Exchange, HTC has significant interest in VR and mobile computing with extensive business reach in the greater Chinese market. With the global spread of COVID-19, HTC, a global leader in VR technology and equipment, and VR Education are working closely together to help alleviate current commercial and education issues created by the widespread self-isolation enforced by governments worldwide.

VR Education via its ENGAGE platform has a solution to ensure remote workers feel more connected and that large events can still be held remotely and in a more immersive manner than provided by current video-based platforms. VR Education's world leading software team, working closely with HTC's hardware, software and sales teams, is focused on bringing immersive AR and VR technologies to enterprise customers and educational institutes on a global scale with a specific focus given to the Greater China region.

### **5. Details of the Subscription**

Application will be made to London Stock Exchange and Euronext Dublin for the Subscription Shares to be admitted to trading on AIM and Euronext and, subject to the passing of the Resolutions, it is anticipated that Admission will become effective at 8.00 a.m. on or around 12 June 2020.

The Subscription is conditional upon, amongst other things:

1. each of the Resolutions being passed at the General Meeting;
2. the Subscription Agreement not having terminated;

3. Admission becoming effective by no later than 8.00 a.m. on 12 June 2020 or such later date as the Company and the Subscriber may agree;
4. The Distribution and License Agreement having been entered into prior to Admission.

## 6. The Subscription Agreement

The Subscription Price was negotiated when discussions between VR Education and HTC commenced on 12 March 2020, prior to the announcement of 19 March 2020 regarding a potential strategic partnership with HTC Corporation, and represented a premium of approximately 10% to the market price of VR Education's Existing Ordinary Shares at that time.

Pursuant to the terms of the Subscription Agreement, HTC will be granted the right to appoint one non-executive director to the Board (the "**Nominated Director**"), subject to the usual regulatory, Nomad and Euronext Growth Advisor approvals, for such time as its shareholding exceeds 10% of the Enlarged Share Capital. It is intended that Praveen Gupta (Vice President – Corporate Investments and Development, HTC) will be appointed as Nominated Director with effect from Completion.

In addition, for such time as its shareholding exceeds 10% of the Enlarged Share Capital, HTC will be granted the right to appoint a representative to attend as an observer ("**Nominated Observer**") at each meeting of the Board. The Nominated Observer shall not participate in any way (voting or otherwise) unless specifically called on by management or another Board member (excluding the Nominated Director) or with the agreement of the other Board members.

Pursuant to the terms of the Subscription Agreement the Company has undertaken to and covenants with HTC that it shall not (and shall procure that no member of the Group will) undertake certain reserved matters, including entering into certain material business transactions, as detailed in the Subscription Agreement, without first obtaining the prior consent of HTC, not to be unreasonably withheld or to be withheld in contravention with the Relationship Deed.

In addition, pursuant to the terms of a lock-in and orderly market deed entered into between HTC, the Company, the Nomad and the Joint Brokers (the "**Lock-In Deed**"), HTC has undertaken not to sell or dispose of any Subscription Shares, except in certain limited circumstances, at any time before the date falling six months after Admission. HTC has further agreed that it will, for a further period of six months thereafter, be subject to orderly market arrangements during which time it will not sell or dispose of any Subscription Shares otherwise than through the Joint Brokers provided the Joint Brokers fulfil certain conditions in the Lock-In Deed.

The Subscription Agreement contains customary warranties given by the Company and the Substantial Shareholders in favour of HTC.

In addition to the conditions referred to above, the Subscription Agreement may be terminated prior to Admission by HTC in certain circumstances, including where there is a material breach of the Subscription Agreement or if the warranties given by the Company and the Substantial Shareholders were untrue, inaccurate or misleading in any material respect.

## 7. Relationship Deed

At the date of Admission, HTC will control the exercise of voting rights in respect of approximately 20 per cent. of the Enlarged Issued Share Capital. Accordingly, a relationship deed has been entered into between the Company, Cairn, J&E Davy and HTC to ensure that the Company is able to carry out its business independently of HTC and to regulate the relationship between HTC and the Company on an arm's length and normal commercial basis (the "**Relationship Deed**"). In the event of a conflict between the terms of the Subscription Agreement and the Relationship Deed the terms of the Relationship Deed shall prevail.

## 8. Distribution and License Agreement

The terms of the Distribution and License Agreement have been agreed and the Distribution and License Agreement will be effective prior to Completion, or such other date as may be agreed upon by the parties.

Pursuant to the Distribution and License Agreement, for an initial period of 4 years, the Company will appoint HTC as the Company's exclusive distributor throughout the Greater China Region (being, Hong Kong, Macau, Taiwan, and the People's Republic of China) and as its non-exclusive distributor for the Global Region (being the world, excluding the Greater China Region), of (i) the ENGAGE Platform and (ii) the Company's proprietary software necessary for HTC and/or customers to use and support the ENGAGE platform.

Pursuant to the terms of the Distribution and License Agreement HTC shall pay an agreed percentage of net revenue as collected by HTC in the Greater China Region and the Global Region relating to the services as provided by the Company pursuant to the terms of the Distribution and License Agreement. The Distribution and License Agreement also contains provision for a guaranteed minimum quarterly payment of €75,000 to be made by HTC to the Company, commencing in January 2021 and continuing thereafter for the duration of the Distribution and License Agreement, irrespective of net revenue as collected by HTC in the Greater China Region and the Global Region relating to the services as provided by the Company.

## 9. Effect of the Subscription

Upon Admission, the Enlarged Issued Share Capital is expected to be 241,420,508 Ordinary Shares. On this basis, the Subscription Shares will represent approximately 20 per cent. of the Enlarged Issued Share Capital.

## 10. General Meeting

The General Meeting of the Company, notice of which is set out at the end of this document, is to be held at 11 a.m. on 11 June 2020 at the offices of the Company. The General Meeting is being held for the purpose of considering and, if thought fit, passing the Resolutions.

A summary and explanation of the Resolutions is set out below. Please note that the text below does not constitute the full text of the Resolutions and you should read this section in conjunction with the Resolutions contained in the Notice of General Meeting at the end of this document.

### ***Resolution 1: Authority to allot shares***

This ordinary resolution will grant the Directors a general authority:

- to allot and issue the Subscription Shares; and
- in addition, to allot and issue additional relevant securities (within the meaning of Section 1021 of the Companies Act 2014) up to a maximum nominal amount of €79,669, which represents approximately 33 per cent of the Enlarged Issued Share Capital.

The authority given by this Resolution 1 will expire on the earlier of (a) 15 months after the date of the passing of this Resolution; or (b) 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 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.



Resolution 1 is an ordinary resolution. As such, it requires the approval of a simple majority of members voting in person or by proxy at the General Meeting in order to be passed.

**Resolution 2: Disapplication of pre-emption rights**

Conditional on the passing of Resolution 1, this special resolution disapplies the statutory pre-emption rights in respect of the allotments, issuances and grants of equity securities (as defined in Section 1023 of the Companies Act 2014) for cash pursuant to the authority conferred by Resolution 1 in relation to:

- the Subscription Shares; and
- in addition, up to an aggregate nominal value of €48,285, which represents approximately 20 per cent of the Enlarged Issued Share Capital, for further issues of equity securities such as open offers and other similar offers to new and existing shareholders.

The authority given by this Resolution 2 will expire on the earlier of (a) 15 months after the date of the passing of this Resolution; or (b) 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 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.

Resolution 2 is a special resolution. As such, it requires the approval of a majority of not less than 75 per cent. of votes cast by those who vote either in person or in proxy at the General Meeting in order to be passed.

**11. Action to be taken**

Please check that you have received a Form of Proxy for use in relation to the General Meeting.

You are strongly encouraged to complete, sign and return your Form of Proxy in accordance with the instructions printed thereon so as to be received by post or, during normal business hours only, by hand, at Computershare Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, as soon as possible but in any event so as to arrive by not later than 11 a.m. on 9 June 2020 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting).

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the General Meeting in the event of your absence. The completion and return of a Form of Proxy will not preclude you from attending and voting in person at the General Meeting, or any adjournment thereof, should you wish to do so.

If you hold your Ordinary Shares in CREST, and you wish to appoint a proxy or proxies through the CREST electronic proxy appointment service, you may do so by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with Euroclear's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 Services (Ireland) Limited not later than 11 a.m. on 9 June 2020.

**In order for the Subscription to proceed, Shareholders will need to approve both of the Resolutions set out in the Notice of General Meeting. If the Resolutions are not passed at the General Meeting, the Subscription will not proceed, with the result that the**

**anticipated net proceeds of the Subscription will not become available and the Company's business plans, growth prospects and available working capital will be materially adversely affected as a result.**

**Accordingly, it is important that Shareholders vote in favour of each of the Resolutions, in order that the Subscription can proceed.**

**12. Recommendation**

The Directors consider the Subscription to be in the best interests of the Company and its Shareholders as a whole and accordingly unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their own beneficial holdings amounting, in aggregate, to 79,088,525 Existing Ordinary Shares, representing approximately 40.95 per cent. of the Existing Ordinary Shares.

Yours faithfully,

A handwritten signature in blue ink that reads "Richard Cooper". The signature is written in a cursive style and is underlined with a single horizontal stroke.

Richard Cooper  
*Chairman*  
VR Education Holdings plc

## DEFINITIONS

The following words and expressions shall have the following meanings in this document unless the context otherwise requires:

<b>Admission</b>	the admission of the Subscription Shares to trading on AIM becoming effective in accordance with the AIM Rules
<b>AIM</b>	the market of that name operated by London Stock Exchange
<b>AIM Rules</b>	the AIM Rules for Companies, published by London Stock Exchange
<b>Board</b>	the board of directors of the Company
<b>Company or VR Education</b>	VR Education Holdings plc
<b>Completion</b>	means the completion of the matters relating to the subscription for the Subscription Shares pursuant to the terms of the Subscription Agreement
<b>CREST</b>	the relevant system (as defined in the Uncertificated Securities Regulations 2001) for the paperless settlement of trades and the holding of uncertificated securities operated by Euroclear UK & Ireland Limited
<b>CREST Regulations</b>	the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3755)
<b>Davy</b>	J&E Davy (trading as Davy)
<b>Directors</b>	the directors of the Company
<b>Enlarged Issued Share Capital</b>	all of the Ordinary Shares in issue on Admission inclusive of the Subscription Shares, excluding any options to subscribe for Ordinary Shares pursuant to the Company's share option plan or adviser warrants
<b>Euronext</b>	the Euronext Growth Dublin Market, a market regulated by the Irish Stock Exchange
<b>Euronext Dublin</b>	the Irish Stock Exchange plc, trading as Euronext Dublin'
<b>Euronext Growth Advisor</b>	means Davy or such other Euronext Growth Advisor authorised by Euronext Dublin to assume the responsibilities of a Euronext Growth Advisor under the Euronext Growth Rules appointed by the Company from time to time
<b>Euronext Rules</b>	the Euronext Growth Markets Rule Book, published by Euronext Dublin
<b>Existing Issued Share Capital or Existing Ordinary Shares</b>	The 193,136,406 existing Ordinary Shares in issue at the date of this document

<b>Euroclear</b>	Euroclear UK & Ireland Limited, the operator of CREST
<b>FCA</b>	the Financial Conduct Authority
<b>Form of Proxy</b>	the form of proxy for use by Shareholders in connection with the General Meeting
<b>FSMA</b>	the Financial Services and Markets Act 2000
<b>General Meeting</b>	the general meeting of the Company intended to be convened for 11 am on 11 June 2020 or at any adjournment thereof, notice of which is set out at the end of this document
<b>Group</b>	the Company and its subsidiaries as such term is defined in the Irish Companies Act 2014;
<b>HTC</b>	HTC Corporation, a Taiwan Corporation, having its principal place of business at No. 88, Sec. 3, Zhongxing Rd., Xindian District, New Taipei City 231, Taiwan, and its Affiliates
<b>Joint Brokers</b>	J&E Davy (trading as Davy) and Shard Capital Partners LLP
<b>London Stock Exchange</b>	London Stock Exchange plc
<b>Nomad</b>	means Cairn or such other nominated adviser authorised by the London Stock Exchange to assume the responsibilities of a nominated adviser under the AIM Rules appointed by the Company from time to time
<b>Ordinary Shares</b>	the ordinary shares of €0.001 each in the capital of the Company
<b>Prospectus Regulation Rules</b>	the Prospectus Regulation Rules made by the FCA under Part IV of FSMA
<b>Registrar</b>	Computershare Services (Ireland) Limited
<b>Regulatory Information Service</b>	a service approved by the FCA for the distribution to the public of regulatory announcements and included within the list maintained on the FCA's website
<b>Resolutions</b>	the resolutions to be set out in the notice of General Meeting which is set out at the end of this document
<b>Shareholders</b>	holders of Existing Ordinary Shares
<b>Subscription</b>	means the subscription by HTC for the Subscription Shares pursuant to the terms of the Subscription Agreement
<b>Subscription Agreement</b>	the conditional Subscription agreement entered into between the Company and HTC (B.V.I) Limited on 19 May 2020
<b>Subscription Price</b>	5.47 pence per Subscription Share
<b>Subscription Shares</b>	48,284,102 new Ordinary Shares issued pursuant to the Subscription Agreement

**Substantial Shareholders**

means David Whelan and Sandra Whelan

**uncertificated or  
in uncertificated form**

an Ordinary Share recorded on a company's share register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST

**£, pounds sterling, pence or p**

are references to the lawful currency of the United Kingdom

**€ or Euros**

are references to the lawful currency of the Republic of Ireland

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

### VR EDUCATION HOLDINGS PLC

*Incorporated and registered in Republic of Ireland with registered number 613330*

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of VR Education Holdings plc (the **Company**) will be held at the offices of the Company, Unit 9, Cleaboy Business Park, Waterford, Ireland, at 11am on 11 June 2020 for the purpose of considering and, if thought fit, passing the following Resolutions, which will be proposed, in the case of Resolution 1, as an ordinary resolution and, in the case of Resolution 2, as a special resolution.

For the purposes of these Resolutions capitalised terms shall (unless the context requires otherwise) have the meaning ascribed to them in a circular from the Company to its shareholders on 19 May 2020 (the **Circular**).

### 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.

### 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 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 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.

**BY ORDER OF THE BOARD**

One Advisory Limited  
Company Secretary  
19 May 2020

*Registered office:*  
Unit 9  
Cleaboy Business Park  
Waterford  
Ireland



## Notes

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 five 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 Shareholder entitled to attend and vote at the 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 Shareholder of the Company. If a Shareholder wishes his proxy to speak on his behalf at the General Meeting, he will need to appoint his own choice of proxy (who is not the chairman of the General Meeting) and give instructions directly to the proxy. A proxy shall be bound by the constitution of the Company.
3. In the case of joint registered Shareholders, the signature of one Shareholder 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 Shareholders. 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 shareholding.
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 General Meeting, as he thinks fit.
5. A Shareholder may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A Shareholder 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. **COVID-19 – In light of the public health advice in response to the COVID-19 pandemic, including to limit travel and public gatherings, and the importance of the health and safety of Shareholders, staff and others, the Company strongly encourages all Shareholders to submit their Form of Proxy or CREST Proxy Instruction, appointing the chairman of the General Meeting as proxy, rather than attend the General Meeting in person. Instructions on how to complete and return of a Form of Proxy or any CREST Proxy Instruction are set out below.**
7. You are strongly encouraged to complete, sign and return your Form of Proxy in accordance with the instructions printed thereon so as to be received by post or, during normal business hours only, by hand, at Computershare Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, as soon as possible but in any event so as to arrive by not later than 11:00 a.m. on 9 June 2020 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting). Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the General Meeting in the event of your absence. The completion and return of a Form of Proxy will not preclude you from attending and voting in person at the General Meeting, or any adjournment thereof, should you wish to do so.
8. If you hold your Ordinary Shares in CREST, and you wish to appoint a proxy or proxies through the CREST electronic proxy appointment service, you may do so by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with Euroclear's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 Services (Ireland) Limited not later than 11:00 a.m. on 9 June 2020.
9. As at 18 May 2020 (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 18 May 2020 are 193,136,406. On a vote on a show of hands, every Shareholder present in person and every proxy has one vote (but no individual shall have more than one vote). On a poll every 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 Shareholders who vote in person or by proxy. Special resolutions require to be passed by a majority of 75% of votes cast by those Shareholders who vote in person or by proxy.
10. Copies of all documentation tabled before the General Meeting 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).