

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action to be taken, you are recommended to consult your bank manager, stockbroker, solicitor, accountant or other professional adviser immediately (being, in the case of United Kingdom shareholders, an independent financial advisor authorised under the Financial Services and Markets Act 2000 of the United Kingdom and, in the case of Irish shareholders, an organisation or firm authorised or exempted under the European Union (Markets in Financial Instruments) Regulations 2017 of Ireland (as amended) or the Investment Intermediaries Act 1995 of Ireland (as amended) and in the case of shareholders in a territory outside Ireland and the United Kingdom, from another appropriately authorised independent financial advisor.

The release, publication or distribution of this document in or into jurisdictions other than Ireland and the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

If you have sold or otherwise transferred all of your ordinary shares in Engage XR Holdings plc ("Ordinary Shares"), please send this Notice together with the accompanying documents to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



NOTICE OF ANNUAL GENERAL MEETING  
29 JUNE 2023

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Shareholders are advised to submit their proxy votes by the proxy voting deadline of 11a.m. on 27 June 2023. This will ensure that your vote is counted in the event you or any proxy you might appoint are unable to attend in person. The return of a completed proxy form will not prevent a member from attending the Annual General Meeting and voting in person if the member wishes to do so. Details on how to vote by proxy are set out in the Notes to the Notice of AGM at the end of this document.

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 2023 Annual General Meeting of Engage XR Holdings plc will be held on 29 June 2023 at 11a.m. at Unit 9, Cleaboy Business Park, Old Kilmeaden Road, Waterford, X91 AX83, Ireland to consider and, if thought fit, pass the following resolutions, of which resolutions 1 to 11 will be proposed as ordinary resolutions and resolutions 12 to 14 will be proposed as a special resolution.

### **ORDINARY RESOLUTIONS**

1. To receive the Company's audited accounts for the financial period ended 31 December 2022, 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 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 Limited 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 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 as at the date of the AGM 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**

12. That subject to the passing of Resolution 11, 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 11 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 (and 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; and

- b. that any such allotment, otherwise pursuant to sub paragraph (a) above of equity securities having an aggregate nominal value of not more than €104,965.23 (being equivalent to 20% of the issued capital of the Company as at close of business on the date of this notice).

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.

13. That subject to the passing of Resolution 14 and the approval by resolution of the Board of the Company, Rule 4.1 of the 2018 Share Option Plan as adopted by the Board of the Company on 5 March 2018 be revised from:

*“No Option shall be granted on any Grant Date or any proposed Grant Date if, as a result, the aggregate number of Shares issued or committed to be issued pursuant to Options granted under the Plan and options granted under all other employees’ share schemes established by the Company during the ten years preceding such Date of Grant would exceed ten per cent of the issued ordinary share capital of the Company on that Date of Grant.”*

to

*“No Option shall be granted on any Grant Date or any proposed Grant Date if, as a result, the aggregate number of Shares issued or committed to be issued pursuant to Options granted under the Plan and options granted under all other employees’ share schemes established by the Company during the ten years preceding such Date of Grant would exceed 58,314,016 Ordinary Shares or ten per cent (10%) of the nominal value of the issued ordinary share capital of the Company from time to time, whichever is the greater.”*

14. That the definition of “ESOP” as contained in the Company’s current Constitution be revised from:

*““ESOP” means the 2018 Share Option Plan adopted by the Board of the Company on 5 March 2018 pursuant to which in aggregate not more than 10% of the nominal value of the issued capital of the Company immediately following Admission may be granted;”*

to

*“ESOP” means the 2018 Share Option Plan adopted by the Board of the Company on 5 March 2018 (as subsequently amended by the Board) pursuant to which in aggregate not more 58,314,016 Ordinary Shares, or ten per cent (10%) of the nominal value of the issued ordinary share capital of the Company from time to time, whichever is the greater, may be granted;”*

By order of the Board

**Séamus Larriskey**

Company Secretary

7 June 2023

Registered Office: Engage XR 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. A member entitled to attend, speak, ask questions and vote is entitled to appoint a proxy to attend, speak, ask questions and vote on his or her or its behalf at the AGM and may appoint more than one proxy to attend on the same occasion in respect of shares held in different securities accounts. A member acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees and such intermediary may cast votes attaching to some of the shares differently from other shares held by it. The appointment of a proxy will not preclude a member from attending, speaking, asking questions and voting at the meeting should the member subsequently wish to do so. A proxy appointed by any member shall be bound by the constitution of the Company. A proxy need not be a member of the Company. If you wish to appoint more than one proxy please contact the Registrars of the Company, Computershare Investor Services (Ireland) Limited, by emailing [clientservices@computershare.ie](mailto:clientservices@computershare.ie).
2. All proxy voting instructions (whether submitted directly or through the Euroclear Bank system or the CREST system (for those holding CDIs) must be received by the Company's 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.

### Instructions for certificated (paper) shareholders

3. For certificated (paper) shareholders (i.e. those whose name appears on the Company's register of members and not those persons holding interests in the Company's shares via Euroclear Bank or Crest (via CDIs)), a form of proxy (Form of Proxy) is enclosed with your AGM Notice. To be effective, the Form of Proxy duly completed and executed, together with any original power of attorney or other authority under which it is executed, or a copy of such authority certified notarially or by a solicitor practising in the Republic of Ireland, must be deposited with the Registrars so as to be received in any case no later than 48 hours before the time appointed for the AGM or the adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used. Any alteration to the Form of Proxy must be initialled by the person who signs it. The Form of Proxy can:
  - a. Be submitted electronically by accessing the Registrar's website, [www.eproxyappointment.com](http://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
  - b. Be submitted by post to Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland.
4. In the case of a corporation, the Form of Proxy must be either executed under its common seal, signed on its behalf by a duly authorised officer or attorney, or submitted electronically in accordance with the note above.
5. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members.
6. On any other business which may properly come before the AGM or any adjournment thereof and whether procedural and / or substantive in nature (including without limitation any motion to amend a resolution or adjourn the meeting) and not specified in this Notice of AGM, the proxy will act at his/her discretion in voting on such matters.

### Instructions for uncertificated (electronic) shareholders

7. Persons who hold their interests in ordinary shares as Belgian law rights through the Euroclear Bank System or as CDIs should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the AGM via the respective systems. For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian directly.

**Further information for Euroclear Bank Participants**

8. Participants in the Euroclear Bank system (**EB Participants**) can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank SA/NV (**Euroclear Bank**) in February 2021 and entitled “Euroclear Bank as issuer CSD for Irish corporate securities” (the **EB Service Description**). In accordance therewith, EB Participants can either send:
  - a. Electronic voting instruction to Euroclear Nominees Limited (as sole registered shareholder of all ordinary shares held through the Euroclear Bank system) (Euroclear Nominees) to either itself, or by appointing the Chair of the AGM as proxy to:
    - i. vote in favour of all or a specific resolution(s);
    - ii. vote against all or a specific resolution(s);
    - iii. abstain from all or a specific resolution(s);
    - iv. give a discretionary vote to the Chair of the AGM in respect of one or more resolution(s) being put to a vote of the shareholders; or
  - b. A proxy voting instruction to appoint a third party (other than Euroclear Nominees/the Chair of the AGM) to attend the meeting and vote for the number of ordinary shares specified in the proxy voting instruction.
9. Euroclear Bank will, wherever practical, seek a voting instruction deadline of one hour prior to the Company’s proxy appointment deadline. Your attention is drawn to the EB Services Description in this regard.
10. Voting instructions cannot be changed or cancelled after Euroclear Bank’s voting instruction deadline. Neither is there a facility to offer a letter of representation or appoint a corporate representative other than via the process of appointing a third-party proxy described at note 9(b) above.
11. EB Participants are strongly encouraged to familiarise themselves with the new arrangements with Euroclear Bank, including voting deadlines and procedures.

**Further information for CREST members holding CDIs**

12. Euroclear UK & Ireland (“EUI”), the operator of the CREST system has arranged for voting instructions relating to CDIs held in CREST to be received via a third-party service provider, Broadridge Financial Solutions Limited (“Broadridge”). Further details on this service are set out in the “All you need know about SRD II in Euroclear UK & Ireland” which can be accessed by registering at <https://my.euroclear.com>. Once registered, please see in particular the section entitled “CREST International Service – Proxy voting”. CREST members can complete and submit proxy appointments (including voting instructions) electronically through Broadridge.
13. If you hold CDIs you will be required to make use of the Euroclear UK & Ireland proxy voting service facilitated on EUI’s behalf by Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions as required. To facilitate client set up, if you hold CDIs and wish to participate in the proxy voting service, you will need to complete the Meetings and Voting Client Set-up Form and an application form which can be found at the following web address: <https://my.euroclear.com>. Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: [eui.srd2@euroclear.com](mailto:eui.srd2@euroclear.com). Fully completed and returned applications forms will be shared with Broadridge by EUI. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform.
14. The voting service will process and deliver proxy voting instructions received in respect of CDIs on the Broadridge voting deadline date to Euroclear Bank by its cut-off and to agreed market requirements. The same voting options as described above for EB Participants will be available (i.e. electronic votes by means of chairman proxy appointments or appointing a third-party proxy). Broadridge’s voting instruction submission deadline will accordingly be earlier than the Euroclear Bank voting instruction submission deadline as set out above. Voting instructions cannot be changed or cancelled after Broadridge’s voting deadline. Neither is there a facility to offer a letter of representation or appoint a corporate representative other than through the submission of third-party proxy appointment instructions.
15. CREST members with holdings of CDIs are strongly encouraged to familiarise themselves with the arrangements with Broadridge, including the voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge before they can avail of this voting service.

**Proxy voting instruction deadlines for all shareholders**

16. All proxy voting instructions (whether submitted directly or through the Euroclear Bank system or the CREST system (for those holding CDIs)) must be received by the Company's 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.

**Voting rights and total number of issued shares**

17. As at 5 June 2023 (being the last business day prior to the publication of this Notice) the Company's issued share capital consisted of 524,826,146 ordinary shares of €0.001 each, carrying one vote each. The total voting rights in the Company as at 5 June 2023 are 524,826,146. 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.
18. The Company, pursuant to the Companies Act 2014 (as amended), specifies that only Members registered in the Register of Members of the Company at the close of business on the day which is four days before the date of the meeting (or in the case of an adjournment as at the close of business on the day which is four days before the date of the adjourned meeting) are entitled to vote at the meeting. Changes to the entries on the Register of Members after that time shall be disregarded in determining the rights of any person to vote at the meeting.
19. 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).