

Notice of Annual General Meeting of

GlobalData plc

(incorporated and registered in England and Wales with company registration number 3925319)

Meeting 10.00 a.m. 23 April 2019

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of GlobalData plc (the “**Company**”) will be held at John Carpenter House, John Carpenter Street, London, EC4Y 0AN on 23 April 2019 at 10.00 a.m. to consider the following matters and, if thought fit, to pass the following resolutions, of which resolutions 13 and 14 will be proposed as special resolutions and the remainder will be proposed as ordinary resolutions:

1. To receive the directors’ report and accounts for the financial year ended 31 December 2018 and the auditors’ report on the accounts.
2. To declare a final dividend of 7.5 pence per ordinary share in respect of the year ended 31 December 2018, payable on 26 April 2019 to ordinary shareholders whose names appear in the register of members at close of business on 22 March 2019.
3. To re-appoint Bernard Cragg as a director of the Company, who retires pursuant to the Company’s articles of association and who, being eligible, offers himself for re-election.
4. To re-appoint Michael Danson as a director of the Company, who retires pursuant to the Company’s articles of association and who, being eligible, offers himself for re-election.
5. To re-appoint Graham Lilley as a director of the Company, who retires pursuant to the Company’s articles of association and who, being eligible, offers himself for re-election.
6. To re-appoint Annette Barnes as a director of the Company, who retires pursuant to the Company’s articles of association and who, being eligible, offers herself for re-election.
7. To re-appoint Andrew Day as a director of the Company, who retires pursuant to the Company’s articles of association and who, being eligible, offers himself for re-election.
8. To re-appoint Peter Harkness as a director of the Company, who retires pursuant to the Company’s articles of association and who, being eligible, offers himself for re-election.
9. To re-appoint Murray Legg as a director of the Company, who retires pursuant to the Company’s articles of association and who, being eligible, offers himself for re-election.
10. To re-appoint Grant Thornton UK LLP as the auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
11. To authorise the Audit Committee to determine the remuneration of the auditors.
12. THAT the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “**Act**”):
 - (a) to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum nominal amount of £28,122 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the earlier of 23 July 2020 and the end of the next Annual General Meeting of the Company, save that the Company may before expiry of this authority make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after expiry of this authority and the directors

may allot shares, or grant rights to subscribe for or convert any security into shares, in pursuance of that offer or agreement as if this authority had not expired; and

- (b) in addition, to allot equity securities (within the meaning of section 560 of the Act) in connection with a rights issue in favour of holders of ordinary shares in proportion (as nearly as may be) to their respective holdings of ordinary shares (but subject to such exclusions or other arrangements as the directors consider necessary or expedient in connection with treasury shares, fractional entitlements or any legal or practical problems arising under the laws or regulations of, or the requirements of any regulatory body or stock exchange in, any territory) up to a maximum nominal amount of £28,122 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the earlier of 23 July 2020 and the end of the next Annual General Meeting of the Company, save that the Company may before expiry of this authority make an offer or agreement which would or might require equity securities to be allotted after expiry of this authority and the directors may allot equity securities in pursuance of that offer or agreement as if this authority had not expired.

13. THAT (subject to the passing of Resolution 12) the directors be generally and unconditionally authorised pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 12 above as if section 561 of the Act did not apply to any such allotment. This power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of such securities or an invitation to apply to subscribe for such securities (whether by way of rights issue, open offer or otherwise) in favour of holders of ordinary shares in proportion (as nearly as may be) to their respective holdings of ordinary shares but subject to such exclusions or other arrangements as the directors consider necessary or expedient in connection with treasury shares, fractional entitlements or legal or practical issues under the laws of any jurisdiction or territory or the regulations or requirements of any regulatory or stock exchange authority in any jurisdiction or territory; and
- (b) the allotment (other than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £4,218.

This power shall expire on the earlier of 23 July 2020 and the conclusion of the next Annual General Meeting of the Company, but the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired.

14. THAT the Company be hereby unconditionally and generally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of its ordinary shares provided that:

- (a) the maximum number of ordinary shares authorised to be purchased is 5,905,693;
- (b) the minimum price which may be paid for any such ordinary share is 1/14 pence;
- (c) the maximum price which may be paid for an ordinary share shall be an amount equal to 105 per cent of the average middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
- (d) this authority shall, unless previously renewed, revoked or varied, expire on the earlier of 23 July 2020 and the conclusion of the next Annual General Meeting of the Company, but the Company may enter into a contract for the purchase of ordinary shares before the expiry of this authority which would or might be completed (wholly or partly) after its expiry.

By Order of the Board
Graham Lilley
Company Secretary

28 March 2019

Registered Office:
John Carpenter House
John Carpenter Street
London
EC4Y 0AN

Notice of Annual General Meeting Notes:

The following notes explain your general rights as a shareholder and your right to attend and vote at the Annual General Meeting (“Meeting”) or to appoint someone else to vote on your behalf.

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members entered on the register of members of the Company at close of business on 17 April 2019 or, in the event that this Meeting is adjourned, in the register of members as at close of business on the day two days before the date of any adjourned Meeting, shall be entitled to attend and vote at the Meeting in respect of the number of ordinary shares registered in their names at that time. Changes to the entries on the register of members after close of business on 17 April 2019 or, in the event that this Meeting is adjourned, in the register of members after close of business on the day two days before the date of the adjourned Meeting, shall be disregarded in determining the rights of any person to attend or vote at the Meeting.
2. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 20 minutes prior to the commencement of the Meeting at 10.00 a.m. (UK time) on 23 April 2019 so that their shareholding may be checked against the Company’s register of members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company’s register of members in respect of the joint holding (the first named being the most senior).
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
6. You can vote either:
 - by logging on to www.signalshares.com and following the instructions (if you need help with voting online, please contact our registrar Link Asset Services (previously called Capita) (the “Registrar”), on 0371 664 0391 if calling from the UK, or +44 (0) 371 664 0391 if calling from outside of the UK, or email the Registrar at shareholderenquiries@linkgroup.co.uk); or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
7. In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by the Registrar at 34 Beckenham Road, Beckenham, Kent, BR3 4ZF by 10.00 a.m. on 17 April 2019.
8. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
9. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 11 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.

10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
11. 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 specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID: RA10) by 10.00 a.m. on 17 April 2019. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent 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.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) 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 system 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.
13. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
14. As at 27 March 2019 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 118,113,869 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 27 March 2019 are 118,113,869.
15. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
16. Any shareholder attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the

Meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

17. Copies of the directors' service contracts and letters of appointment are available for inspection at the registered office of the Company during normal business hours on any business day and will be available for inspection at the place where the Meeting is being held from 15 minutes prior to and during the Meeting.
18. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
19. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at www.globaldata.com.
20. Resolution 1 – Report and Accounts – The directors are required to present the Company's accounts and the reports of the directors and of the auditor for the year ended 31 December 2018 at the annual general meeting.
21. Resolution 2 – Shareholders are being asked to approve a dividend of seven point five pence per ordinary share in respect of the financial year ended 31 December 2018. If the recommended dividend is approved, it will be paid on 26 April 2019 to all ordinary shareholders whose names appear on the register of members at close of business on 22 March 2019.
22. Resolutions 3 to 9 – Articles 84 and 85 of the Company's articles of association require that at the annual general meeting every year the directors retire from office and are eligible for re-appointment.
23. Resolutions 10 and 11 – Resolution 10 renews the appointment of Grant Thornton UK LLP ("GT") as auditor of the Company which terminates at the conclusion of the annual general meeting. The Company's Audit Committee recommends the re-appointment of GT. Accordingly, subject to shareholder approval GT will be reappointed as auditor until conclusion of the next general meeting at which accounts are laid before the Company.
24. Resolutions 12 and 13 – Resolution 12 asks shareholders to grant the directors authority to allot shares in the Company. This resolution will, if passed, authorise the directors to allot the Company's shares up to a maximum nominal amount of up to £28,122 in nominal value (representing approximately one third of the issued share capital of the Company as at the date of this Notice). In addition, the resolution will, if passed, authorise the directors to allot further shares of the Company up to a maximum nominal amount of £28,122 (representing approximately a further one third of the issued share capital of the Company as at the date of this Notice) in connection with a fully pre-emptive rights issue. The authority will be effective until the conclusion of the next Annual General Meeting of the Company or, if earlier, the date falling 15 months after the date of the Resolution. Resolution 13, if passed, authorises the directors to issue ordinary shares for cash, either by way of a rights issue or offer to existing shareholders or to other persons on a non-pre-emptive basis, provided that any issue for cash to such persons on a non-pre-emptive basis shall not exceed £4,218 representing 5,905,693 ordinary shares (being equal to approximately five per cent of the issued share capital as at the date of this Notice). The authority will be effective until the conclusion of the next Annual General Meeting of the Company or, if earlier, the date falling 15 months after the date of the Resolution.
25. Resolution 14 – It is customary for public companies to maintain authorities to make limited purchases of their own shares. Resolution 14 will authorise the purchase of up 5,905,693 ordinary shares, representing approximately 5 per cent of the Company's current issued

ordinary share capital as at the date of this Notice. This renews the Company's existing authority to make such purchases.