

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt about the contents of this document, or as to what action you should take, it is recommended that you seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, another appropriately authorised independent financial adviser.**

If you have sold or transferred all of your shares in GlobalData Plc, please forward this document 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 transmission to the purchaser or transferee. This document contains no offer of transferable securities to the public within the meaning of section 102B of the FSMA, the Companies Act or otherwise. Accordingly, this document does not constitute a prospectus within the meaning of section 85 of the FSMA and has not been (and is not required to be) drawn up in accordance with the Prospectus Rules or approved by the UK Financial Conduct Authority or any other competent authority.

**AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. A prospective investor 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 financial adviser. AIM securities are not admitted to the Official List of London Stock Exchange Plc.**

**You should read this document in its entirety. Your attention is drawn to the letter from the Chairman of GlobalData Plc which is set out in this document and which contains the unanimous recommendation from the Board that you vote in favour of the resolutions at the Annual General Meeting.**

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## **GLOBALDATA PLC**

*(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 03925319)*

### **Recommended proposals**

**and**

### **Notice of Annual General Meeting**

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The Directors, whose names appear on page 5, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (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 an Annual General Meeting of the Company to be held at 10.00 a.m. on 20 April 2021 at John Carpenter House, John Carpenter Street, London, EC4Y 0AN is set out in Part IV of this document.

A copy of this document is available at the Company's website at [www.globaldata.com](http://www.globaldata.com). Neither the content of the Company's website nor any website accessible by hyperlinks from the Company's website is incorporated in, or forms part of, this document. Important information regarding attendance at the Annual General Meeting is set out in the Chairman's letter.

Given the current COVID-19 pandemic and national lockdown measures, the Board has decided that having regard to the safety and security of all parties, the Annual General Meeting will be held as a closed meeting with the minimum attendance required to form a quorum in accordance with the legislation and government guidance as at the date of the Annual General Meeting. Shareholders shall be able to attend the Annual General Meeting electronically and shall be able to participate by using their proxy or via their Signal Shares account. Please see the Letter from the Chair in Part II below, for detail of the manner in which Shareholders may participate in the Annual General Meeting.

A hard copy Form of Proxy has not been sent to you but you can request one directly from the registrars, Link Asset Group's general helpline team on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. You may also submit your proxy electronically using the Share Portal service at [www.signalshares.com](http://www.signalshares.com) or if you hold your shares in CREST, you may appoint a proxy or proxies by completing and transmitting a CREST Proxy Instruction to Link Asset Group. Shareholders can use this service to vote or appoint a proxy online. To be valid, the Form of

Proxy must be completed and returned as soon as possible and so as to be received by Link Asset Group no later than 10.00 a.m. on 16 April 2021. You can return your hard-copy Form of Proxy by post to Link Asset Group at PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL.

### **Forward-looking statements**

Certain statements contained in this document are or may constitute “forward-looking statements”. These statements may be identified by words such as “expects”, “looks forward to”, “anticipates”, “targets”, “aims”, “may”, “would”, “could”, “intends”, “plans”, “believes”, “seeks”, “estimates”, “will”, “project” or words of similar meaning. They include all matters that are not historical facts. Such statements are based on the current expectations and certain assumptions of the Directors and are, therefore, subject to certain risks and uncertainties. Forward-looking statements are not guarantees of future performance and a number of factors could cause actual results and developments to differ materially from those expressed or implied by the forward-looking statements. Any forward-looking statements in this document speak only as of the date of this document. Except as required by law, the Company disclaims any obligation to update any such forward-looking statements to reflect future events or developments.

### **Notice to overseas persons**

The distribution of this document outside the UK may be restricted by law. Persons outside the UK who come into possession of these documents 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.

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## PART I

### EXPECTED TIMETABLE OF EVENTS

Latest time and date for receipt of Forms of Proxy or CREST Proxy Instruction	10.00 a.m. on 16 April 2021
Date of Annual General Meeting	10.00 a.m. on 20 April 2021
Expected date for Court Hearing	28 April 2021
Expected date that the Capital Reduction becomes effective	18 May 2021

**Notes:**

The dates and times set out above are based on the Company's current expectations and may be subject to change. Any change will be notified via a Regulatory Information Service. References to times in this document are to London times, unless otherwise stated.

In particular, the expected dates for the confirmation of the Capital Reduction by the Court and the Capital Reduction becoming effective are based on provisional dates that have been obtained for the required Court hearings of the Company's application. These provisional hearing dates are subject to change and are dependent on the Court's timetable.

The timetable assumes that there is no adjournment of the Annual General Meeting. If there is an adjournment, all subsequent dates are likely to be later than those shown.

## PART II

### LETTER FROM THE CHAIR

#### GLOBALDATA PLC

*(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 03925319)*

*Directors:*

Bernard Cragg  
Michael Danson  
Annette Marie Barnes  
Graham Lilley  
Andrew Day  
Peter Harkness  
Murray Legg  
Catherine Birkett

*Registered office:*

John Carpenter House  
John Carpenter Street  
London  
EC4Y 0AN

26 March 2021

To all Shareholders of GlobalData Plc

Dear Shareholder

#### **PROPOSED CAPITAL REDUCTION, CORRECTIVE ACTIONS AND NOTICE OF ANNUAL GENERAL MEETING**

##### **1. Introduction and summary**

I am writing to you to provide you with details of proposals recommended by the Board, namely a Capital Reduction and certain other related corrective actions proposed to be taken by the Company in relation to dividends previously declared and paid by the Company and certain contributions made by the Company to its employee benefit trust.

You will find enclosed with this document a Notice of Annual General Meeting to be held at 10.00 a.m. on 20 April 2021 at John Carpenter House, John Carpenter Street, London, EC4Y 0AN.

The purpose of this document is to provide you with details of, and the reasons for, the Capital Reduction, the Capital Reduction Resolution and the Approving Resolution to be proposed at the Annual General Meeting. The Board considers that the Resolutions are in the best interests of the Company and its Shareholders as a whole and unanimously recommends that you vote in favour of the Resolutions to be proposed at the Annual General Meeting.

Our preference had been to welcome Shareholders in person to our 2021 Annual General Meeting, particularly given the constraints we faced in 2020 due to the Covid-19 pandemic. However, at present, given the current national lockdown measures the Board has decided that having regard to the safety and security of all parties, the Annual General Meeting will be held as a closed meeting in accordance with legislation and government guidance as at the date of the Annual General Meeting. Accordingly, the Annual General Meeting will be convened with such minimum attendance required to form a quorum of Shareholders to conduct the formal business of the Annual General Meeting. The Board:

- i. recommends that Shareholders use their Form of Proxy, or vote electronically via their Signal Shares account given that current circumstances do not permit Shareholders to attend the Annual General Meeting in person;
- ii. has arranged for Shareholders to be able to join the Annual General Meeting electronically. If you are interested in this option, please call Courtney Taylor on 020 7936 6400 in order to make the necessary arrangements. Please note that Shareholders will not be able to use this facility to actively participate in the Annual General Meeting by voting on the resolutions or asking questions. It is therefore recommended that Shareholders vote on the resolutions using their Form of Proxy, or their Signal Shares account and submit any questions prior to the Annual

General Meeting. Shareholders attending the Annual General Meeting should be aware that the proceedings of the Annual General Meeting may be recorded. The Company reserves the right to retain and use any recording for any purpose, including making it available on the Company's website and in subsequent Annual Reports, marketing materials and other publications; and

- iii. encourages you to submit any question that you would like to be answered at the meeting by sending it, together with your name as shown on the Company's register of members, to the following email address: [cosec@globaldata.com](mailto:cosec@globaldata.com) so that it is received by no later than 10.00am on 16 April 2021. Please insert "AGM – Shareholder Questions" in the subject header box of your email.

Given the constantly evolving nature of events, the Board will continue to closely monitor the Covid-19 situation in the lead up to the Annual General Meeting and may make further updates about the Annual General Meeting on the Company's website at <https://www.globaldata.com/investors/shareholder-information/agminformation/>. Please ensure that you regularly check this page for updates.

Part III of this document contains definitions of words and terms that have been used throughout it. Please refer to Part III as you review the documentation.

## **2. Background to and reasons for the Capital Reduction**

The Company is proposing to take certain actions to re-organise its balance sheet reserves so as to convert certain non-distributable reserves to distributable reserves by way of Capital Reduction. Approval of this re-organisation is sought by resolution 17. Following the proposed Capital Reduction, increased distributable reserves will be available to the Company for, among other things, future dividend payments. Approval of resolution 17 will not result in any change to the nominal value of the Company's ordinary shares, will not result in any dilution to holders of ordinary shares, will have no impact on the Company's cash position or on its net assets, will not itself involve any distribution or repayment of capital or share premium by the Company and will not result in any changes to the Company's existing dividend policy.

In order to utilise the Company's merger reserve and other reserve to create additional distributable reserves, it is necessary to capitalise those reserves by way of a bonus issue of new shares (being the Capital Reduction Shares) and thereafter cancel the Capital Reduction Shares. As only the Court has the power to reduce share capital, this will be carried out by way of a court approved reduction of capital. To carry out the re-organisation of its balance sheet reserves, it is proposed to capitalise the sum of £170,984,400.12 standing to the credit of the Company's merger reserve and other reserve by way of the issue of the Capital Reduction Shares. Resolution 16 seeks approval to carry out the Capital Reduction Bonus Issue. The Capital Reduction Shares are to be allotted and issued at the Capital Reduction Record Time.

The Capital Reduction Shares will not be admitted to trading on any regulated market. No share certificates will be issued in respect of the Capital Reduction Shares. The Capital Reduction Shares will have extremely limited rights. In particular, the Capital Reduction Shares will carry no rights to vote, no rights to participate in the profits of the Company and no rights to participate in the Company's assets save on a winding-up in extremely limited circumstances, such that they have no effective market value. The Capital Reduction Shares will be transferable, but it is not expected that any market in them will develop and it is anticipated that the Court will confirm their cancellation at the Court Hearing on the day immediately after the date on which they have been issued.

Subject to the passing of resolution 16 the Company is seeking Shareholder approval pursuant to resolution 17 to cancel: (A) the Capital Reduction Shares; and (B) the Company's Share Premium Account.

The Share Premium Account has arisen as a result of the vesting of share options, held by employees of the Company's group. Under the Act, the amount credited to the Share Premium Account constitutes a non-distributable reserve. The Act permits the Company to cancel its whole Share Premium Account provided that the Company's Shareholders resolve to do so by special resolution and the cancellation is subsequently confirmed by the Court.

On the hearing of the Company's application, the Court will be concerned to ensure that the Company's creditors are not prejudiced by the proposed Capital Reduction. The Directors intend to take such steps in this regard as they consider appropriate to satisfy the Court.

Subject to any direction given by the Court in confirming the proposed Capital Reduction and subject to the terms of any undertaking given by the Company in relation to the reserve which arises, the effect of the resolution, if approved by Shareholders, will be to increase the Company's distributable reserves by the amount being cancelled from the Share Premium Account and the nominal value of the Capital Reduction Shares, being £171,709,325.22 in aggregate.

The Directors reserve the right to elect not to proceed with the Capital Reduction if the Directors believe that the terms required to obtain confirmation by the Court are unsatisfactory to the Company or if, as a result of an unforeseen event, the Board considers that to continue with the Capital Reduction would be inappropriate or inadvisable or no longer in the best interests of the Company and its Shareholders as a whole.

A summary of the United Kingdom tax law and HM Revenue & Customs published practice applicable to the Bonus Issue and Capital Reduction as at the date of this Notice of Annual General Meeting is set out in Appendix 1 below.

Subject to the approval of Shareholders and the Court, the Capital Reduction Bonus Issue and Capital Reductions are expected to be carried out before the end of June 2021.

### **3. Further details on the Capital Reduction procedure**

Under the Act, a company limited by shares may reduce its share capital and share premium account, as long as it is not restricted from doing so by its articles of association, by obtaining the approval of its shareholders by special resolution and the confirmation of the Court.

The Company is not restricted in any way by its articles of association from carrying out a reduction of capital and is therefore seeking approval of its Shareholders to the Capital Reduction. Please see the Notice of Annual General Meeting, which sets out the Capital Reduction Resolution, in Part IV of this document.

If the Shareholders approve the Capital Reduction Resolution at the Annual General Meeting, the Board intends to make an application to the Court to obtain its approval to the Capital Reduction as soon as possible following the Annual General Meeting.

In providing its approval of the Capital Reduction, the Court could require protection for the creditors (including contingent creditors) of the Company whose debts remain outstanding on the relevant date, except in the case of creditors who have consented to the Capital Reduction. Any such creditor protection may include seeking the consent of the Company's creditors to the Capital Reduction or the provision by the Company to the Court of an undertaking to deposit a sum of money into a blocked account created for the purpose of discharging the non-consenting creditors of the Company.

Provisional dates have been obtained for the required Court hearings of the Company's application, but they are subject to change and dependent on the Court's timetable. If the hearings go ahead on the provisional dates, the present timetable provides that the final hearing, at which it is hoped that the Court will make an order confirming the Capital Reduction, will take place on 18 May 2021.

The Capital Reduction does not take effect until the Court's order is filed with and registered by Companies House. The Board intends to file the required documentation with Companies House on the business day following the final Court hearing. On the present timetable, which is subject to change and dependent on the Court's timetable, and subject to compliance with all procedural requirements, this would mean that the Capital Reduction would take effect shortly after 18 May 2021.

### **4. Background to and reasons for proposed corrective actions**

#### ***Prior dividends***

Unrelated to the Capital Reduction, the Board has become aware of a technical issue in respect of the payment of certain prior dividends by the Company, namely the dividend of 3.5 pence per Ordinary Share paid on 3 October 2018 (totalling £4,029,000), the dividend of 7.5 pence per Ordinary Share paid

on 26 April 2019 (totalling £8,660,000), the dividend of 5.0 pence per Ordinary Share paid on 3 October 2019 (totalling £5,930,000), the dividend of 10.0 pence per Ordinary Share paid on 9 June 2020 (totalling £11,601,000) and the dividend of 5.4 pence per Ordinary Share paid on 2 October 2020 (totalling £6,362,000) (together, the “**Relevant Distributions**”).

Since making the Relevant Distributions, the Company has identified issues with the manner in which it accounted for certain share based payments to individuals employed by the Company’s group in exchange for certain services provided by them, at the time the Relevant Distributions were made. Until recently, the Company accounted for those services as resulting in a realised profit in the Company, thereby creating and enhancing the Company’s distributable reserves. The Act provides that a public company may pay a dividend out of its distributable reserves only.

However, because the relevant employees were actually employed by one of the Company’s subsidiary companies (rather than the Company itself) and so provided their services to that subsidiary rather than to the Company, the relevant accounting entries made by the Company were recognised in the Company’s cost of investment in the relevant subsidiary, and not a realised profit of the Company itself.

As a result of the Company reviewing the manner in which it accounts (and should have accounted) for such share based payments to employees (in order to comply with International Financial Reporting Standard 2) to employees, the Company has experienced a corresponding reduction in the level of distributable reserves available at the relevant time the Relevant Distributions were made.

Accordingly, the Relevant Distributions were made in the absence of sufficient distributable reserves and so otherwise than in accordance with the Act.

### ***Contributions to the EBT***

The Board has also become aware that the Company gave financial assistance to its EBT on a number of occasions which did not comply with the technical requirements of the Act. The Company made contributions in the aggregate sums of £3,744,805.48 in 2018, £4,242,200 in 2019, £23,297,287.50 in 2020 and £260,000.00 in 2021 to the EBT (together, the “**EBT Contributions**”).

The Act provides that, where a public limited company gives assistance to its employee benefit trust, it may only do so to the extent that the net assets of the company are not reduced by such assistance or, to the extent that the net assets are so reduced, the assistance is provided out of distributable reserves. At the time of each EBT Contribution, the Company should have had distributable reserves equal to at least the amount of each of the EBT Contributions.

The Act provides that distributable reserves are as shown in the last accounts circulated to members or, if interim accounts are used, those that have been filed at Companies House. The requirement for the relevant interim accounts to have been filed at Companies House applies even if the Company in question has sufficient distributable reserves at the relevant time.

At the time the Company made each EBT Contribution, it either did not have sufficient distributable reserves (as a result of the same issue relating to the Relevant Distributions detailed above under the sub-heading ‘Prior dividends’), and/or the requisite level of net assets (as applicable) or it had such sufficient distributable reserves and/or such net assets (as applicable) but it had not prepared and filed interim accounts with Companies House evidencing the same, as required by the Act.

As a result, the EBT Contributions were made by the Company otherwise than in accordance with the Act.

### ***Consequences of Relevant Distributions and EBT Contributions***

The Company has been advised that as a consequence of the Relevant Distributions and the EBT Contributions having been made otherwise than in accordance with the Act, it may have potential claims against:

- i. past and present shareholders who were recipients of the Relevant Distributions;
- ii. persons who were directors of the Company at the time the Relevant Distributions and EBT Contributions were paid; and
- iii. the EBT, in respect of the EBT Contribution.

The Board notes however, that the Company has no intention of bringing any such claims.

Notwithstanding this, in the interests of certainty, it is proposed that the Company releases each of the following persons from any liability they may otherwise have had in connection with such potential claims, by entering into deeds of release in favour of:

- i. past and present shareholders who were recipients of the Relevant Distributions, in respect of the Relevant Distributions (“**Shareholders’ Deed of Release**”);
- ii. persons who were directors of the Company at the time the Relevant Distributions and EBT Contributions were paid, in respect of such Relevant Distributions and EBT Contributions (“**Directors’ Deed of Release**”); and
- iii. the EBT, in respect of the EBT Contributions (“**EBT Deed of Release**”).

The consequence of the Company entering into the Shareholders’ Deed of Release, the Directors’ Deed of Release and the EBT Deed of Release (together, “**Deeds of Release**”), is that the Company will be unable to make any claims against:

- i. past and present shareholders who were recipients of the Relevant Distributions, in respect of those Relevant Distributions;
- ii. persons who were directors of the Company at the time the Relevant Distributions and EBT Contributions were paid, in respect of the EBT Contributions and the Relevant Distributions; and
- iii. the EBT, in respect of the EBT Contributions;

in each case, as having been made otherwise than in accordance with the Act.

Copies of the proposed form of Deeds of Release are set out in Part V, below.

Accordingly, a resolution will be proposed at the Annual General Meeting, which will, if passed:

- i. give the Board authority to enter the Deeds of Release; and
- ii. authorise the appropriation of the current distributable reserves of the Company (which already exist as at the time of the Annual General Meeting) to the prior payment of each of the Relevant Distributions and EBT Contributions as appropriate;

(the “**Approving Resolution**”)

This will have the effect of putting all potentially affected parties (being the relevant past and present shareholders, directors, former directors, the EBT and the Company) so far as possible in the position in which they were always intended to be in, had the Relevant Distributions and EBT Contributions been made in accordance with the requirements of the Act.

The proposed authorisation of the appropriation of the Company’s distributable profits to the payment of the Relevant Distributions and the entry by the Company into the Deeds of Release will not have any effect on the Company’s financial position. This is because the Company has not recorded or disclosed the potential right to make claims against the relevant Shareholders, Directors and EBT as an asset or a contingent asset in its financial statements. Accordingly, the Company’s entry into the Deeds of Release will not result in any decrease in the Company’s net assets or the level of its distributable reserves. In addition, the aggregate amount of the Relevant Distributions is equal to and offset by the release of each relevant Shareholder from any liability to repay the amount already paid pursuant to the Relevant Distributions.

The Company will not be required to make any further payments to Shareholders in respect of the Relevant Distributions, and nor do the proposed corrective actions represent any unwinding of, cancellation of, or other amendment to the Relevant Distributions paid to relevant Shareholders, or to the EBT in respect of the EBT Contributions. Accordingly, the proposed corrective actions should not have any impact for the purposes of UK taxation (although any Shareholder with any doubts about his or her taxation position should consult with an independent professional adviser).

The approach that the Company is proposing by way of the Approving Resolution is consistent with the approach taken by other UK incorporated listed companies, including those whose shares are admitted to trading on the London Stock Exchange and that have also made corporate distributions and contributions otherwise than in accordance with the Act.

## **5. Annual General Meeting**

Please see the Notice of Annual General Meeting of the Company, set out in Part IV of this document. The Annual General Meeting will take place at 10.00 a.m. on 20 April 2021 at John Carpenter House, John Carpenter Street, London, EC4Y 0AN. At the Annual General Meeting, the Resolutions set out in Part IV of this document will be proposed to Shareholders.

The resolutions for the Capital Reduction Bonus Issue, the Capital Reduction and the Approving Resolution will be passed if not less than 75% of the votes cast (in person or by proxy) are in favour of it.

## **6. Explanation of Other Business to be Conducted at the Annual General Meeting**

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 2020 at the Meeting.

Resolution 2 – Shareholders are being asked to approve a dividend of 11.6 pence per ordinary share in respect of the financial year ended 31 December 2020. If the recommended dividend is approved, it will be paid on 23 April 2021 to all ordinary shareholders whose names appear on the register of members at close of business on 26 March 2021.

Resolutions 3 to 8 – 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.

Resolutions 9 to 10 – Resolution 9 appoints Catherine Birkett who has joined the board of directors of the Company since the last annual general meeting. Resolution 10 appoints Elizabeth Pritchard to the board of directors of the Company.

Resolutions 11 and 12 – Resolution 11 reappoints Deloitte LLP ("**Deloitte**") as auditor of the Company. The Company's Audit Committee recommends the reappointment of Deloitte. Accordingly, subject to shareholder approval, Deloitte will be reappointed as auditor until conclusion of the next general meeting at which accounts are laid before the Company. Resolution 12 authorises the Company's Audit Committee to determine the remuneration of Deloitte.

Resolutions 13 and 14 – Resolution 13 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 £28,167 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 £28,167 (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 14, 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 £4,225 representing 5,915,000 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.

Resolution 15 – It is customary for public companies to maintain authorities to make limited purchases of their own shares. Resolution 15 will authorise the purchase of up to 11,830,386 ordinary shares, representing approximately ten 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.

Resolutions 16 and 17 – Resolution 16 is related to the issue of the Capital Reduction Shares and Resolution 17 seeks shareholder approval to the Capital Reduction as explained in paragraphs 2 and 3 above.

Resolution 18 – Resolution 18 seeks shareholder approval to proposed corrective actions as explained in paragraph 4 above.

#### **7. Action to be taken**

Given the uncertainty around whether Shareholders will be able to attend the Annual General Meeting due to the ongoing pandemic, we recommend that all Shareholders complete their Form of Proxy appointing me, as the Chair of the meeting, as their proxy. This will ensure that your vote will be counted even if attendance at the meeting is restricted or you are unable to attend in person. A hard copy Form of Proxy has not been sent to you but you can request one directly from the registrars, Link Group's general helpline team on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. You may also submit your proxy electronically using the Share Portal service at [www.signalshares.com](http://www.signalshares.com). Shareholders can use this service to vote or appoint a proxy online. To be valid, the Form of Proxy must be completed and returned as soon as possible and so as to be received by Link Group no later than 10.00 a.m. on 16 April 2021. You can return your hard-copy Form of Proxy by post to Link Group at PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL.

If you hold your shares in CREST, you may appoint a proxy or proxies by completing and transmitting a CREST Proxy Instruction to Link Group as soon as possible and so that it is received by no later than 10.00 a.m. on 16 April 2021.

#### **8. Recommendation**

**The Board considers in good faith that the Resolutions will promote the success of the Company for the benefit of its members as a whole.**

**Accordingly, the Directors recommend that you vote in favour of the Resolutions to be proposed at the Annual General Meeting, as the Directors intend to do in respect of their own beneficial shareholdings.**

Yours faithfully,



**Bernard Cragg**  
*Chair*

## PART III

### DEFINITIONS

<b>Act</b>	the Companies Act 2006
<b>Annual General Meeting</b>	the annual general meeting of the Company to be held at 10.00 a.m. on 20 April 2021
<b>Approving Resolution</b>	has the meaning given in paragraph 4
<b>Board or Directors</b>	the board of directors of the Company
<b>Capital Reduction</b>	the proposed cancellation of the Company's Share Premium Account and the Capital Reduction Shares pursuant to the Capital Reduction Resolution as set out in the Notice of Annual General Meeting
<b>Capital Reduction Bonus Issue</b>	the bonus issue of one Capital Reduction Share for every one Ordinary Share held by each Shareholder on the register of members of the Company at the Capital Reduction Record Time in order to facilitate the Capital Reduction as described in this document
<b>Capital Reduction Record Time</b>	6.00 p.m. on the date immediately preceding the date of the Court Hearing
<b>Capital Reduction Resolution</b>	the special resolution to approve the Capital Reduction to be proposed at the Annual General Meeting
<b>Capital Reduction Shares</b>	the deferred 2021 shares in the capital of the Company to be created by the Capital Reduction Bonus Issue, whereby the nominal value of such deferred 2021 shares is equal to the sum that is obtained by dividing the number of deferred 2021 shares to be issued into £170,984,400.12, being the amount standing to the credit of the Company's merger reserve
<b>Company</b>	GlobalData Plc
<b>Court</b>	the High Court of England and Wales
<b>Court Hearing</b>	the hearing by the Court to confirm the Capital Reduction
<b>CREST</b>	the relevant system (as defined in the CREST Regulations) for the paperless settlement of share transfers and the holding of shares in uncertificated form, operated by Euroclear UK & Ireland Limited
<b>CREST Manual</b>	the rules governing the operation of CREST
<b>CREST Proxy Instruction</b>	a properly authenticated CREST message appointing and instructing a proxy submitted in accordance with procedures described in the CREST Manual
<b>CREST Regulations</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended)
<b>Deeds of Release</b>	has the meaning given in paragraph 4
<b>Directors' Deed of Release</b>	has the meaning given in paragraph 4
<b>EBT</b>	GlobalData EBT Trustees Limited
<b>EBT Contributions</b>	has the meaning given in paragraph 4

<b>EBT Deed of Release</b>	has the meaning given in paragraph 4
<b>Form of Proxy</b>	the form of proxy for use at the Annual General Meeting
<b>Notice of Annual General Meeting</b>	the notice of Annual General Meeting set out in Part IV of this document
<b>Ordinary Shares</b>	fully paid ordinary shares of 1/14 pence each in the capital of the Company
<b>Relevant Distributions</b>	has the meaning given in paragraph 4
<b>Resolutions</b>	the resolutions to be proposed to Shareholders at the Annual General Meeting and as set out in the Notice of Annual General Meeting
<b>Shareholders</b>	holders of Ordinary Shares
<b>Shareholders' Deed of Release</b>	has the meaning given in paragraph 4
<b>Share Premium Account</b>	£724,925.10, being the whole of the amount standing to the credit in the share premium account of the Company

## PART IV

### NOTICE OF GENERAL MEETING

#### 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. on 20 April 2021**

#### 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 20 April 2021 at 10:00 a.m. to consider the following matters and, if thought fit, to pass the following resolutions, of which resolutions 14, 15, 16, 17 and 18 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 2020 and the auditors’ report on the accounts.
2. To declare a final dividend of 11.6 pence per ordinary share in respect of the year ended 31 December 2020, payable on 23 April 2021 to ordinary shareholders whose names appear in the register of members at close of business on 26 March 2021.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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.
8. 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.
9. To appoint Catherine Birkett as a director of the Company, who was appointed by the board since the last AGM.
10. To appoint Elizabeth Pritchard as a director of the Company, who, being eligible and on the recommendation of the board offers herself for election.
11. To reappoint Deloitte 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.
12. To authorise the Audit Committee to determine the remuneration of the auditors.
13. 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 £28,167 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the earlier of 20 July 2022 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 £28,167 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the earlier of 20 July 2022 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.

14. THAT (subject to the passing of Resolution 13) 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 13 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 £4,225.

This power shall expire on the earlier of 20 July 2022 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.

15. THAT the Company be hereby generally and unconditionally 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 11,830,386;
- (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 20 July 2022 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.

16. THAT:

- (a) the directors are authorised:
  - (i) to capitalise the sum of £170,984,400.12 standing to the credit of the Company's merger reserve and other reserve;
  - (ii) to apply this capitalised sum fully paid up at par such number of deferred 2021 shares as is equal to the number of ordinary shares in the capital of the Company in issue as at the date of this notice, (the "**Deferred 2021 Shares**", each a "**Deferred 2021 Share**");
  - (iii) such Deferred 2021 Shares having a nominal value equal to the sum that is obtained by dividing the number of Deferred 2021 Shares to be issued as set out above into £170,984,400.12, as shall be required to effect such capitalisation;
  - (iv) to allot and issue the Deferred 2021 Shares credited as fully paid up, at 6.00 p.m. on the day before the date of the final hearing of the Company's application to cancel the Deferred 2021 Shares; and
- (b) the Deferred 2021 Shares created and issued pursuant to paragraph (a) above shall have the following rights and restrictions:
  - (i) the holders of Deferred 2021 Shares shall have no right to receive any dividend or other distribution whether of capital or income;
  - (ii) the holders of Deferred 2021 Shares shall have no right to receive notice of or to attend or vote at any general meeting of the Company;
  - (iii) the holders of Deferred 2021 Shares shall on a return of capital on a liquidation, but not otherwise, be entitled to receive the nominal value of each Deferred 2021 Share but only after the holder of each ordinary share shall have first received the amount of £100,000,000 per ordinary share, and the holders of Deferred 2021 Shares shall not be entitled to any further participation in the assets or profits of the Company;
  - (iv) a reduction by the Company of the capital paid up or credited as paid up on the Deferred 2021 Shares and the cancellation of such shares will be treated as being in accordance with the rights attaching to the Deferred 2021 Shares and will not involve a variation of such rights for any purpose. The Company will be authorised at any time without obtaining the consent of the holders of Deferred 2021 Shares to reduce its capital (in accordance with the Act); and
  - (v) the Company shall have irrevocable authority at any time after the creation or issue of the Deferred 2021 Shares to appoint any person to execute on behalf of the holders of such shares a transfer thereof and/or an agreement to transfer the same without making any payment to the holders thereof to such person or persons as the Company may determine and, in accordance with the provisions of the Act, to purchase or cancel such shares without making any payment to or obtaining the sanction of the holders thereof and pending such a transfer and/or purchase and/or cancellation to retain the certificates, if any, in respect thereof, provided also that the Company may in accordance with the provisions of the Act purchase all but not some only of the Deferred 2021 Shares then in issue at a price not exceeding 1 pence for all the Deferred 2021 Shares; and
- (c) the directors be generally and unconditionally authorised pursuant to section 551 of the Act to exercise all powers of the Company to allot the Deferred 2021 Shares and to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum nominal amount of £170,984,400.12 for a period expiring on 30 June 2021.

17. THAT subject to and conditional to the passing of resolution 16 above and following the allotment and issue of the Deferred 2021 Shares, that:
- (a) the Company's share capital be reduced by cancelling and extinguishing all of the Deferred 2021 Shares; and
  - (b) the share premium account of the Company be cancelled;
18. THAT:
- (a) the appropriations of distributable reserves of the Company (as shown in the audited financial statements of the Company for the 12 month financial period ending on 31 December 2020 and approved in the form presented to the Annual General Meeting pursuant to resolution 1 above, to the payment of each of £4,029,000 on 3 October 2018, £8,660,000 on 26 April 2019, £5,930,000 on 3 October 2019, £11,601,000 on 9 June 2020 and £6,362,000 on 2 October 2020 (each a "**Relevant Distribution**" and together the "**Relevant Distributions**") and together having a total value of £36,582,000, be and are authorised, each by reference to the same record date as the original accounting entries for the Relevant Distributions;
  - (b) any and all claims which the Company has or may have arising out of or in connection with the payment of the Relevant Distributions against its shareholders who appeared on the register of shareholders on the relevant record date for each Relevant Distribution (or the personal representatives and their successors in title (as appropriate) of a shareholder's estate if he or she is deceased) be waived and released, and a deed of release in favour of such shareholders (or the personal representatives and their successors in title (as appropriate) of a shareholder's estate if he or she is deceased) be entered into by the Company in the form produced to the Annual General Meeting and initialled by the Chairman for the purposes of identification and any Director in the presence of a witness, any two Directors or any Director and the Company Secretary be authorised to execute the same as a deed poll for and on behalf of the Company;
  - (c) any and all claims which the Company has or may have against each of its directors and former directors or the personal representatives and their successors in title (as appropriate) of his or her estate if such director or former director is deceased, arising out of or in connection with the approval, declaration or payment of (i) the Relevant Distributions, and (ii) the contributions made by the Company to GlobalData EBT Trustees Limited ("**EBT**"), in the sum of £3,744,805.48 in 2018, £4,242,200 in 2019, £23,297,287.50 in 2020 and £260,000.00 in 2021 (each, an "**EBT Contribution**" and together, the "**EBT Contributions**"), in each case be waived and released and that a deed of release in favour of each of such directors and former directors (or the personal representatives and their successors in title of his or her estate if such director or former director is deceased), be entered into by the Company in the form produced to the General Meeting and initialled by the Chairman for purposes of identification and any Director in the presence of a witness, any two directors or any Director and the Company Secretary be authorised to execute the same as a deed poll for and on behalf of the Company; and
  - (d) any and all claims which the Company has or may have against the EBT, arising out of or in connection with the approval, declaration or payment of the EBT Contributions be waived and released and that a deed of release in favour of the EBT be entered into by the Company in the form produced to the Annual General Meeting and initialled by the Chairman for purposes of identification and any Director in the presence of a witness, any two directors or any Director and the Company Secretary be authorised to execute the same as a deed poll for and on behalf of the Company.

By Order of the Board



**Charles Strickland**  
Company Secretary

26 March 2021

*Registered Office:*

Johan Carpenter House  
John Carpenter Street  
London  
EC4Y 0AN

## **Notice of Annual General Meeting Notes:**

### **Entitlement to Attend and Vote**

1. To be entitled to attend and vote at the Meeting (and for the purposes of the determination by the Company of the votes that may be cast in accordance with Regulation 41 of the Uncertified Securities Regulations 2001), only those members registered in the Company's register of members at close of business on 16 April 2021 (or, if the Meeting is adjourned, close of business on the date which is two business days before the adjourned Meeting) shall be entitled to attend and vote at the Meeting. Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

### **Attending in Person**

2. If you wish to attend the Meeting in person, please bring some form of identification. However, your attention is drawn to note 19 in respect of the proposed arrangements for the Meeting in light of ongoing restrictions as a result of the Covid-19 pandemic.

### **Appointment of Proxies**

3. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. You can appoint a proxy only using the procedures set out in these notes and the notes to the proxy form.
4. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please indicate on your proxy submission how many shares it relates to.
6. 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.

### **Appointment of Proxy Using Hard Copy Proxy Form**

7. A hard copy form of proxy has not been sent to you but you can request one directly from the registrars, Link Group's general helpline team on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Alternatively, you can request a hard copy form of proxy via email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or via postal address at Link Group, PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form. For the purposes of determining the time for delivery of proxies, no account has been taken of any part of a day that is not a working day.

### **Appointment of a Proxy Online**

8. You may submit your proxy electronically using the Share Portal service at [www.signalshares.com](http://www.signalshares.com). Shareholders can use this service to vote or appoint a proxy online. The same voting deadline of 48 hours (excluding non-working days) before the time of the meeting applies. Shareholders will need to use the unique personal identification Investor Code ("IVC") printed on your share certificate. If you need help with voting online, please contact our Registrar,

Link Group's portal team on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Or via email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk)

### **Appointment of Proxies Through Crest**

9. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting 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. In order for a proxy appointment 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 (EUI) 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 16 April 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. 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 service 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.

### **Appointment of Proxy by Joint Members**

10. 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.

### **Changing Proxy Instructions**

11. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off times for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Link Group as per the communication methods shown in note 7. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

### **Termination of Proxy Appointments**

12. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Link Group, at the address shown in note 7. In the case of a member which is a company, the revocation

notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed, or a duly certified copy of such power or authority, must be included with the revocation notice. The revocation notice must be received by Link Group no later than 48 hours before the Meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

### **Corporate Representatives**

13. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

### **Issued Shares and Total Voting Rights**

14. As at 25 March 2021 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 118,303,869 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 25 March 2021 are 118,303,869.

### **Questions at the Meeting**

15. Under Section 319A of the Act, the Company must answer any question you ask relating to the business being dealt with at the Meeting unless:
  - answering the question would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information;
  - the answer has already been given on a website in the form of an answer to a question; or
  - it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

### **Website Publication of Audit Concerns**

16. 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.

### **Documents on Display**

17. Copies of the letters of appointment of the Directors of the Company and a copy of the Articles of Association of the Company will be available for inspection at the registered office of the Company from the date of this notice until the end of the Meeting.

## **Website Availability**

18. 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](http://www.globaldata.com).

## **Arrangements for the Meeting – Coronavirus Covid-19 Outbreak**

19. The Company has been considering how best to deal with the potential impact of the Covid-19 outbreak on arrangements for the Meeting. The Meeting typically gives shareholders an opportunity to meet with the Directors, for them to provide an update on the Company's business and to answer shareholder questions. The Board has been closely following the evolving nature of the Covid-19 situation, including the guidance from Public Health England and the enhanced restrictions on travel and public gatherings imposed by the UK Government since 23 March 2020. Given the uncertainty around whether shareholders will be able to attend the Meeting, the Board:

- Recommends that shareholders vote electronically via their Signal Shares account rather than attend the Meeting in person. Submission of an electronic vote via your Signal Shares account will not preclude you from attending the Meeting and voting in person should this be permitted under applicable Covid-19 restrictions.
- Encourages you to submit any question that you would like to be answered at the meeting by sending it, together with your name as shown on the Company's register of members, to the following email address: [cosec@globaldata.com](mailto:cosec@globaldata.com) so that it is received by no later than 10.00 a.m. on 16 April 2021. Please insert "AGM – Shareholder Questions" in the subject header box of your email. Please also see the explanatory notes at paragraph 15 above for guidance on members' rights to ask questions and when the Company will cause them to be answered.
- Has arranged for shareholders to be able to join the Meeting electronically. If you are interested in this option, please call Courtney Taylor on 020 7936 6400 in order to make the necessary arrangements. Please note that shareholders will not be able to use this facility to actively participate in the Meeting by voting on the resolutions or asking questions. It is therefore recommended that shareholders vote on the resolutions using their Signal Shares account and submit any questions prior to the Meeting. Shareholders attending the Meeting should be aware that the proceedings of the Meeting may be recorded. The Company reserves the right to retain and use any recording for any purpose, including making it available on the Company's website and in subsequent Annual Reports, marketing materials and other publications.
- Will continue to closely monitor the Covid-19 situation in the lead up to the Meeting and make further updates about the Meeting on the Company's website at <https://www.globaldata.com/investors/shareholder-information/agm-information/>. Please ensure that you regularly check this page for updates.

In order to reduce the risk of infection, there will be no presentations from the Directors, the Meeting will end immediately following the business of the Meeting and there will be no refreshments. The Company is taking these precautionary measures to comply with the enhanced restrictions on travel and public gatherings imposed by the UK Government since 23 March 2020 and to safeguard its shareholders' and employees' health and make the Meeting as safe and as efficient as possible. The Company will take such further steps as are required with the health and wellbeing of its shareholders and employees in mind.

## PART V

### DEEDS OF RELEASE

#### FORM OF SHAREHOLDERS' DEED OF RELEASE

**THIS DEED** is made on \_\_\_ April 2021

**BY:**

**GLOBALDATA PLC**, a company incorporated in England and Wales with company number 03925319 and whose registered office is at John Carpenter House, John Carpenter Street, London, EC4Y 0AN (the "**Company**") in favour of the Relevant Shareholders (as defined below).

**BACKGROUND:**

- (A) As explained in the Notice of Annual General Meeting addressed to the shareholders of the Company dated 26 March 2021 that is appended to this deed poll (the "**Notice**"), the board of directors of the Company has become aware of a technical issue in respect of the Company's procedures for the payment of certain dividends, namely the dividend of 3.5 pence per Ordinary Share paid on 3 October 2018 (totalling £4,029,000), the dividend of 7.5 pence per Ordinary Share paid on 26 April 2019 (totalling £8,660,000), the dividend of 5.0 pence per Ordinary Share paid on 3 October 2019 (totalling £5,930,000), the dividend of 10.0 pence per Ordinary Share paid on 9 June 2020 (totalling £11,601,000) and the dividend of 5.4 pence per Ordinary Share paid on 2 October 2020 (totalling £6,362,000) (together, the "**Relevant Distributions**").
- (B) The Company has been advised that, as a consequence of the Relevant Distributions having been made otherwise than in accordance with the Companies Act 2006, it may have claims against past and present shareholders who were recipients of one or more of the Relevant Distributions (or their personal representatives (and their successors in title) if they are deceased) (the "**Relevant Shareholders**").
- (C) Pursuant to the Approving Resolution set out and defined in the Notice and duly passed by the Company's shareholders in a general meeting on 20 April 2021, the Company proposes to waive and release any and all claims which it has or may have in respect of the Relevant Distributions against the Recipient Shareholders and wishes to enter into this deed poll in favour of the Recipient Shareholders in order to effect the same.

**TERMS:**

**1. RELEASE**

The Company unconditionally and irrevocably waives and releases each of the Relevant Shareholders from any and all liability that any such Relevant Shareholder has or may have to the Company and all claims and demands the Company has or may have against each of them, whether known or unknown, in connection with receipt by them of all or part of the Relevant Distributions.

**2. GOVERNING LAW**

This deed poll is governed by English law. Any non-contractual obligations arising out of or in connection with this deed poll shall be governed by English law.

Executed as a deed by **GLOBALDATA PLC**

Signature of director

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Name of director

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in the presence of:

Signature of witness

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Name of witness

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Address of witness

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## FORM OF DIRECTORS' DEED OF RELEASE

THIS DEED is made on \_\_\_ April 2021

### BY:

**GLOBALDATA PLC**, a company incorporated in England and Wales with company number 03925319 and whose registered office is at John Carpenter House, John Carpenter Street, London, EC4Y 0AN (the "**Company**") in favour of each of the current and certain former directors of the Company, whose names are set out in the schedule to this deed (the "**Directors**") (or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director is deceased).

### BACKGROUND:

- (A) As explained in the Notice of General Meeting addressed to the shareholders of the Company dated 26 March 2021 that is appended to this deed poll (the "**Notice**"), the board of directors of the Company has become aware of a technical issue in respect of the Company's procedures for the payment of:
- i. certain dividends, namely the dividend of 3.5 pence per Ordinary Share paid on 3 October 2018 (totalling £4,029,000), the dividend of 7.5 pence per Ordinary Share paid on 26 April 2019 (totalling £8,660,000), the dividend of 5.0 pence per Ordinary Share paid on 3 October 2019 (totalling £5,930,000), the dividend of 10.0 pence per Ordinary Share paid on 9 June 2020 (totalling £11,601,000) and the dividend of 5.4 pence per Ordinary Share paid on 2 October 2020 (totalling £6,362,000) (together, the "**Relevant Distributions**"); and
  - ii. certain contributions paid by the Company to GlobalData EBT Trustees Limited (registered number 12970237) whose registered office is at John Carpenter House, John Carpenter Street, London, EC4Y 0AN (the "**EBT**"), namely the aggregate sums of £3,744,805.48 in 2018, £4,242,200 in 2019, £23,297,287.50 in 2020 and £260,000.00 in 2021 to the EBT (together, the "**EBT Contributions**")
- (B) The Company has been advised that, as a consequence of each of the Relevant Distributions and the EBT Contributions having been made otherwise than in accordance with the Companies Act 2006, it may have claims against each of the Directors (or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director is deceased).
- (C) Pursuant to the Approving Resolution set out and defined in the Notice and duly passed by the Company's shareholders in a general meeting on 20 April 2021, the Company proposes to waive and release any and all claims which it has or may have in respect of the Relevant Distributions and the EBT Contributions against each of the Directors (or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director is deceased) and wishes to enter into this deed poll in favour of the Directors and the personal representatives and their successors in title of the estate of any deceased Directors in order to effect the same.

### TERMS:

#### 1. RELEASE

The Company unconditionally and irrevocably waives and releases each of the Directors or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director is deceased from any and all liability that any of them has or may have to the Company and all claims and demands the Company has or may have against each of them, whether known or unknown, including, without limitation, any derivative action from or on behalf of shareholders of the Company, in connection with the making of all or part of the Relevant Distributions and the EBT Contributions.

**2. GOVERNING LAW**

This deed poll is governed by English law. Any non-contractual obligations arising out of or in connection with this deed poll shall be governed by English law.

Executed as a deed by **GLOBALDATA PLC**

Signature of director \_\_\_\_\_

Name of director \_\_\_\_\_

in the presence of:

Signature of witness \_\_\_\_\_

Name of witness \_\_\_\_\_

Address of witness \_\_\_\_\_

**SCHEDULE: NAMED DIRECTORS**

Annette Marie Barnes

Bernard Cragg

Michael Danson

Andrew Day

Peter Harkness

Murray Legg

Graham Lilley

**FORM OF EBT DEED OF RELEASE**

**THIS DEED** is made on \_\_\_ April 2021

**BY:**

**GLOBALDATA PLC**, a company incorporated in England and Wales with company number 03925319 and whose registered office is at John Carpenter House, John Carpenter Street, London, EC4Y 0AN (the “**Company**”) in favour of GlobalData EBT Trustees Limited (registered number 12970237) whose registered office is at John Carpenter House, John Carpenter Street, London, EC4Y 0AN (the “**EBT**”).

**BACKGROUND:**

- (A) As explained in the Notice of General Meeting addressed to the shareholders of the Company dated 26 March 2021 that is appended to this deed poll (the “**Notice**”), the board of directors of the Company has become aware of a technical issue in respect of certain contributions paid by the Company to GlobalData EBT Trustees Limited (registered number 12970237) whose registered office is at John Carpenter House, John Carpenter Street, London, EC4Y 0AN (the “**EBT**”), namely the aggregate sums of £3,744,805.48 in 2018, £4,242,200 in 2019, £23,297,287.50 in 2020 and £260,000.00 in 2021 to the EBT (together, the “**EBT Contributions**”).
- (B) The Company has been advised that, as a consequence of each the EBT Contributions having been made otherwise than in accordance with the Companies Act 2006, it may have claims against the EBT.
- (C) Pursuant to the Approving Resolution set out and defined in the Notice and duly passed by the Company’s shareholders in a general meeting on 20 April 2021, the Company proposes to waive and release any and all claims which it has or may have in respect of the EBT Contributions against the EBT in order to effect the same.

**TERMS:**

**1. RELEASE**

The Company unconditionally and irrevocably waives and releases the EBT from any and all liability that it has or may have to the Company and all claims and demands the Company has or may have against it, whether known or unknown, in connection with the making of all or part of the EBT Contributions.

**2. GOVERNING LAW**

This deed poll is governed by English law. Any non-contractual obligations arising out of or in connection with this deed poll shall be governed by English law.

Executed as a deed by **GLOBALDATA PLC**

Signature of director \_\_\_\_\_

Name of director \_\_\_\_\_

in the presence of:

Signature of witness \_\_\_\_\_

Name of witness \_\_\_\_\_

Address of witness \_\_\_\_\_

## APPENDIX 1

### TAXATION SUMMARY

- (a) The content of this Appendix is:
  - (i) intended as a general guide only and relates only to certain UK tax consequences of receiving the Capital Reduction Shares;
  - (ii) based on current legislation and HM Revenue & Customs published practice, both of which are subject to change, possibly with retrospective effect; and
  - (iii) intended only for Shareholders who are resident for taxation purposes in the UK, who are the absolute beneficial owners of the Ordinary Shares and who hold them as an investment and not on a trading account. This content does not apply to shareholders who are dealers in securities, insurance companies, collective investment schemes or persons regarded as having obtained their Ordinary Shares by reason of employment.
- (b) The Capital Reduction Bonus Issue should be treated as a “reorganisation” for the purposes of UK taxation of chargeable gains (CGT), such that a Shareholder should not be treated as making a disposal of Ordinary Shares for CGT purposes upon receipt of the Capital Reduction Shares. Instead, the Capital Reduction Shares will be treated as the same asset, acquired at the same time, as their Ordinary Shares.
- (c) On the basis that the Capital Reduction Shares will be treated as being paid up for “new consideration” received by the Company, the issue of the Capital Reduction Shares should not give rise to any liability to UK income tax (or corporation tax) in a Shareholder’s hands.
- (d) The cancellation of the Capital Reduction Shares should also be treated as a “reorganisation” for CGT purposes, such that a Shareholder should not be treated as making a disposal of Ordinary Shares for CGT purposes. As a result, Shareholders’ base cost in their Ordinary Shares should be unaffected by the Capital Reduction Bonus Issue and cancellation of the Capital Reduction Shares.
- (e) Furthermore, no stamp duty or stamp duty reserve tax will be payable on the issue of the Capital Reduction Shares, or on their cancellation.
- (f) The content of this Appendix (and any reference to taxation in the explanatory circular of which it forms part) is only a general guide. Neither this Appendix, nor the explanatory circular of which it forms part, are intended to be and should not be construed to comprise legal or taxation advice to any particular Shareholder. Any Shareholder who has any doubt about their own taxation position, whether regarding CGT or otherwise, or who is subject to taxation in any jurisdiction other than the UK should consult their own professional taxation advisor immediately.

# DEEDS OF RELEASE

## FORM OF SHAREHOLDERS' DEED OF RELEASE

THIS DEED is made on \_\_\_\_ April 2021

BY:

**GLOBALDATA PLC**, a company incorporated in England and Wales with company number 03925319 and whose registered office is at John Carpenter House, John Carpenter Street, London, EC4Y 0AN (the "**Company**") in favour of the Relevant Shareholders (as defined below).

### BACKGROUND:

- (A) As explained in the Notice of Annual General Meeting addressed to the shareholders of the Company dated 26 March 2021 that is appended to this deed poll (the "**Notice**"), the board of directors of the Company has become aware of a technical issue in respect of the Company's procedures for the payment of certain dividends, namely the dividend of 3.5 pence per Ordinary Share paid on 3 October 2018 (totalling £4,029,000), the dividend of 7.5 pence per Ordinary Share paid on 26 April 2019 (totalling £8,660,000), the dividend of 5.0 pence per Ordinary Share paid on 3 October 2019 (totalling £5,930,000), the dividend of 10.0 pence per Ordinary Share paid on 9 June 2020 (totalling £11,601,000) and the dividend of 5.4 pence per Ordinary Share paid on 2 October 2020 (totalling £6,362,000) (together, the "**Relevant Distributions**").
- (B) The Company has been advised that, as a consequence of the Relevant Distributions having been made otherwise than in accordance with the Companies Act 2006, it may have claims against past and present shareholders who were recipients of one or more of the Relevant Distributions (or their personal representatives (and their successors in title) if they are deceased) (the "**Relevant Shareholders**").
- (C) Pursuant to the Approving Resolution set out and defined in the Notice and duly passed by the Company's shareholders in a general meeting on 20 April 2021, the Company proposes to waive and release any and all claims which it has or may have in respect of the Relevant Distributions against the Recipient Shareholders and wishes to enter into this deed poll in favour of the Recipient Shareholders in order to effect the same.

### OPERATIVE TERMS:

#### 1. RELEASE

The Company unconditionally and irrevocably waives and releases each of the Relevant Shareholders from any and all liability that any such Relevant Shareholder has or may have to the Company and all claims and demands the Company has or may have against each of them, whether known or unknown, in connection with receipt by them of all or part of the Relevant Distributions.

#### 2. GOVERNING LAW

This deed poll is governed by English law. Any non-contractual obligations arising out of or in connection with this deed poll shall be governed by English law.

Executed as a deed by **GLOBALDATA PLC**

Signature of director

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Name of director

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in the presence of:

Signature of witness

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Name of witness

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Address of witness

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## FORM OF DIRECTORS' DEED OF RELEASE

THIS DEED is made on \_\_\_ April 2021

BY:

**GLOBALDATA PLC**, a company incorporated in England and Wales with company number 03925319 and whose registered office is at John Carpenter House, John Carpenter Street, London, EC4Y 0AN (the "**Company**") in favour of each of the current and certain former directors of the Company, whose names are set out in the schedule to this deed (the "**Directors**") (or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director is deceased).

### BACKGROUND:

- (A) As explained in the Notice of General Meeting addressed to the shareholders of the Company dated 26 March 2021 that is appended to this deed poll (the "**Notice**"), the board of directors of the Company has become aware of a technical issue in respect of the Company's procedures for the payment of:
- iii. certain dividends, namely the dividend of 3.5 pence per Ordinary Share paid on 3 October 2018 (totalling £4,029,000), the dividend of 7.5 pence per Ordinary Share paid on 26 April 2019 (totalling £8,660,000), the dividend of 5.0 pence per Ordinary Share paid on 3 October 2019 (totalling £5,930,000), the dividend of 10.0 pence per Ordinary Share paid on 9 June 2020 (totalling £11,601,000) and the dividend of 5.4 pence per Ordinary Share paid on 2 October 2020 (totalling £6,362,000) (together, the "**Relevant Distributions**"); and
  - iv. certain contributions paid by the Company to GlobalData EBT Trustees Limited (registered number 12970237) whose registered office is at John Carpenter House, John Carpenter Street, London, EC4Y 0AN (the "**EBT**"), namely the aggregate sums of £3,744,805.48 in 2018, £4,242,200 in 2019, £23,297,287.50 in 2020 and £260,000.00 in 2021 to the EBT (together, the "**EBT Contributions**")
- (B) The Company has been advised that, as a consequence of each of the Relevant Distributions and the EBT Contributions having been made otherwise than in accordance with the Companies Act 2006, it may have claims against each of the Directors (or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director is deceased).
- (C) Pursuant to the Approving Resolution set out and defined in the Notice and duly passed by the Company's shareholders in a general meeting on 20 April 2021, the Company proposes to waive and release any and all claims which it has or may have in respect of the Relevant Distributions and the EBT Contributions against each of the Directors (or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director is deceased) and wishes to enter into this deed poll in favour of the Directors and the personal representatives and their successors in title of the estate of any deceased Directors in order to effect the same.

### OPERATIVE TERMS:

#### 1. RELEASE

The Company unconditionally and irrevocably waives and releases each of the Directors or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director is deceased from any and all liability that any of them has or may have to the Company and all claims and demands the Company has or may have against each of them, whether known or unknown, including, without limitation, any derivative action from or on behalf of shareholders of the Company, in connection with the making of all or part of the Relevant Distributions and the EBT Contributions.

#### 2. GOVERNING LAW

This deed poll is governed by English law. Any non-contractual obligations arising out of or in connection with this deed poll shall be governed by English law.

Executed as a deed by **GLOBALDATA PLC**

Signature of director \_\_\_\_\_

Name of director \_\_\_\_\_

in the presence of:

Signature of witness \_\_\_\_\_

Name of witness \_\_\_\_\_

Address of witness \_\_\_\_\_

**SCHEDULE: NAMED DIRECTORS**

Annette Marie Barnes

Bernard Cragg

Michael Danson

Andrew Day

Peter Harkness

Murray Legg

Graham Lilley

**FORM OF EBT DEED OF RELEASE**

**THIS DEED** is made on \_\_\_ April 2021

**BY:**

**GLOBALDATA PLC**, a company incorporated in England and Wales with company number 03925319 and whose registered office is at John Carpenter House, John Carpenter Street, London, EC4Y 0AN (the “**Company**”) in favour of GlobalData EBT Trustees Limited (registered number 12970237) whose registered office is at John Carpenter House, John Carpenter Street, London, EC4Y 0AN (the “**EBT**”).

**BACKGROUND:**

- (A) As explained in the Notice of General Meeting addressed to the shareholders of the Company dated 26 March 2021 that is appended to this deed poll (the “**Notice**”), the board of directors of the Company has become aware of a technical issue in respect of certain contributions paid by the Company to GlobalData EBT Trustees Limited (registered number 12970237) whose registered office is at John Carpenter House, John Carpenter Street, London, EC4Y 0AN (the “**EBT**”), namely the aggregate sums of £3,744,805.48 in 2018, £4,242,200 in 2019, £23,297,287.50 in 2020 and £260,000.00 in 2021 to the EBT (together, the “**EBT Contributions**”).
- (B) The Company has been advised that, as a consequence of each the EBT Contributions having been made otherwise than in accordance with the Companies Act 2006, it may have claims against the EBT.
- (C) Pursuant to the Approving Resolution set out and defined in the Notice and duly passed by the Company’s shareholders in a general meeting on 20 April 2021, the Company proposes to waive and release any and all claims which it has or may have in respect of the EBT Contributions against the EBT in order to effect the same.

**OPERATIVE TERMS:**

**1. RELEASE**

The Company unconditionally and irrevocably waives and releases the EBT from any and all liability that it has or may have to the Company and all claims and demands the Company has or may have against it, whether known or unknown, in connection with the making of all or part of the EBT Contributions.

**2. GOVERNING LAW**

This deed poll is governed by English law. Any non-contractual obligations arising out of or in connection with this deed poll shall be governed by English law.

Executed as a deed by **GLOBALDATA PLC**

Signature of director \_\_\_\_\_

Name of director \_\_\_\_\_

in the presence of:

Signature of witness \_\_\_\_\_

Name of witness \_\_\_\_\_

Address of witness \_\_\_\_\_



