

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 in fully paying 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:
John 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 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. 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

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.

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 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.

