

# 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. 24 April 2018**

### **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 24 April 2018 at 10.00 a.m. to consider the following matters as ordinary business and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive the directors’ report and accounts for the financial year ended 31 December 2017 and the auditors’ report on the accounts.
2. To declare a final dividend of 5.0 pence per ordinary share in respect of the year ended 31 December 2017, payable on 27 April 2018 to ordinary shareholders whose names appear in the register of members at close of business on 16 March 2018.
3. To re-appoint Bernard Cragg as a director of the Company, who retires pursuant to the Company’s articles of association and who, being eligible, offers himself for re-election.
4. To re-appoint Michael Danson as a director of the Company, who retires pursuant to the Company’s articles of association and who, being eligible, offers himself for re-election.
5. To re-appoint Graham Lilley as a director of the Company, who retires pursuant to the Company’s articles of association and who, being eligible, offers himself for re-election.
6. To re-appoint Annette Barnes as a director of the Company, who retires pursuant to the Company’s articles of association and who, being eligible, offers herself for re-election.
7. To re-appoint Andrew Day as a director of the Company, who retires pursuant to the Company’s articles of association and who, being eligible, offers himself for re-election.
8. To re-appoint Peter Harkness as a director of the Company, who retires pursuant to the Company’s articles of association and who, being eligible, offers himself for re-election.
9. To re-appoint Murray Legg as a director of the Company, who retires pursuant to the Company’s articles of association and who, being eligible, offers himself for re-election.
10. To re-appoint Grant Thornton UK LLP as the auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
11. To authorise the Audit Committee to determine the remuneration of the auditors.

By Order of the Board



Graham Lilley  
*Company Secretary*

29 March 2018

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

**Notes:**

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company.
2. 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.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on your proxy form. If you sign and return your proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank proxy form. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should contact Link Asset Services at PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF.
5. To direct your proxy how to vote on the resolutions mark the appropriate box on your proxy form with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy using this form, your proxy form must be:
  - completed and signed;
  - sent or delivered to Link Asset Services at PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF; and
  - received by Link Asset Services no later than 10.00 a.m. on 20 April 2018.
7. In the case of a member which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the Company or an attorney for the Company.
8. Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form.
9. As an alternative to completing your hard-copy proxy form, you can appoint a proxy electronically at [www.signalshares.com](http://www.signalshares.com). For an electronic proxy appointment to be valid, your appointment must be received by no later than 10.00 a.m. on 20 April 2018.
10. 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.
11. You may not use any electronic address provided in your proxy form to communicate with the Company for any purposes other than those expressly stated.
12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held at 10.00 a.m. on 24 April 2018 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Link Asset Services (CREST Participant ID: RA10), no later than 48 hours (excluding non-business days) before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company'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 sponsor or voting service provider should note that Euroclear UK & Ireland Limited 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, to procure that his CREST sponsor or voting service provider takes) 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 sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
13. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members entered on the register of members of the Company at close of business on 20 April 2018 or, in the event that this meeting is adjourned, in the register of members as at close of business on the day two days before the date of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their names at that time. Changes to the entries on the register of members after close of business on 20 April 2018 or, in the event that this meeting is adjourned, in the register of members after close of business on the day two days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
14. Copies of the directors' service contracts and letters of appointment are available for inspection at the registered office of the Company during normal business hours on any business day and will be available for inspection at the place where the meeting is being held from 15 minutes prior to and during the meeting.

15. 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 2017 at the annual general meeting.
16. Resolution 2 – Shareholders are being asked to approve a dividend of 5.0 pence per ordinary share in respect of the financial year ended 31 December 2017. If the recommended dividend is approved, it will be paid on 27 April 2018 to all ordinary shareholders whose names appear on the register of members at close of business on 16 March 2018.
17. Resolutions 3 to 9 – Articles 84 and 85 of the Company's articles of association require that at the annual general meeting every year the directors retire from office and are eligible for re-appointment.
18. Resolutions 10 and 11 – Resolution 10 renews the appointment of Grant Thornton UK LLP ("GT") as auditor of the Company which terminates at the conclusion of the annual general meeting. The Company's Audit Committee recommends the re-appointment of GT. Accordingly, subject to shareholder approval GT will be reappointed as auditor until conclusion of the next general meeting at which accounts are laid before the Company.

