NOTICE OF GENERAL MEETING

This document is important and requires your immediate attention. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the financial services and markets act 2000 (as amended) if you are resident in the united kingdom or, if not, from another appropriately authorised person under applicable laws, if you are located in any other jurisdiction.

If you have sold or otherwise transferred all of your existing ordinary shares, please immediately forward this document, together with the accompanying blue form of proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of existing ordinary shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

This document has been prepared in accordance with the AIM rules for companies and has been issued in connection with the proposals of the company. The directors (whose names and functions appear on page 4 of this document) and the company (whose registered office appears on page 4 of this document) accept responsibility, both collectively and individually, for the information contained in this document and compliance with the AIM rules. To the best of the knowledge and belief of the directors and the company (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. In connection with this document, no person is authorised to give any information or make any representations other than as contained in this document and, if given or made, such information or representations must not be relied upon as having been so authorised.

The existing ordinary shares are admitted to trading on AIM. Application will be made to the London stock exchange for the consideration shares to be admitted to trading on AIM. It is expected that admission will become effective and that dealings in the consideration shares will commence on 30 April 2018. The consideration shares will, on admission, rank in all respects with the existing ordinary shares, and will rank in full for all dividends and other distributions declared, made or paid on ordinary shares after admission with the exception of the final dividend to be paid on 27 April 2018 in respect of the year ended 31 December 2017.

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. AIM securities are not admitted to the official list of the united kingdom listing authority. 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. The London stock exchange has not itself examined or approved the contents of this document. Prospective investors should read this document in its entirety.

This document contains no offer of transferable securities to the public within the meaning of section 102B of the FSMA, the act or otherwise. Accordingly, this document does not constitute a prospectus within the meaning of section 85 of the FSMA and has not been drawn up in accordance with the prospectus rules or approved by the FCA or any other competent authority.

GlobalData.

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

Proposed acquisition of the Research Views Group
Approval of substantial property transaction

and Notice of General Meeting

Your attention is drawn to the letter from the chairman of the independent committee which is set out in part 1 of this document and which contains, amongst other things, the independent directors’ unanimous recommendation that you vote in favour of the resolutions to be proposed at the general meeting.

N+1 Singer, which is authorised and regulated in the united kingdom by the financial conduct authority, is acting as nominated adviser and broker to the company in connection with the proposals and will not be acting for any other person (including a recipient of this document) or otherwise be responsible to any person for providing the protections afforded to clients of N+1 Singer or for advising any other person in respect of the proposals or any transaction, matter or arrangement referred to in this document. N+1 Singer’s responsibilities as the company’s nominated adviser under the AIM rules for nominated advisers and responsibilities as the company’s broker under the AIM rules for companies are owed solely to London stock exchange and are not owed to the company or to any director or to any other person in respect of his decision to acquire shares in the company in reliance on any part of this document without limiting the statutory rights of any person to whom this document is issued.

Apart from the responsibilities and liabilities, if any, which may be imposed on N+1 Singer by the FSMA or the regulatory regime established thereunder, N+1 Singer does not accept any responsibility whatsoever for the contents of this document, including its accuracy, completeness or verification or for any other document or statement contained or purporting to be made by it, or on its behalf, in connection with the company, the ordinary shares or the proposals. N+1 Singer accordingly disclaims all and any liability whether arising in tort, contract or otherwise (save as referred to above) in respect of this document or any such statement.

Notice of a general meeting of GlobalData plc, to be held at the offices of the company at John carter house, John Carter street, london, EC4Y 0AN on 24 April 2018 at 10.15 a.m. (or as soon thereafter as the annual general meeting convened for the same day shall have concluded), is set out at the end of this document. To be valid, the accompanying blue Form of proxy for use in connection with the general meeting should be completed, signed and returned as soon as possible and, in any event, so as to reach the company’s registrars, Link asset services, by not later than 10.15 a.m. on 20 April 2018 (or, if the general meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). Completion and return of forms of proxy will not preclude shareholders from attending and voting at the general meeting should they so wish.

Shareholders who hold their existing ordinary shares in uncertificated form in CREST may alternatively use the CREST proxy voting service in accordance with the procedures set out in the CREST manual as explained in the notes accompanying the notice of general meeting at the end of this document. Proxies submitted via CREST must be received by Link Asset services (ID RA10) by no later than 10.15 a.m. on 20 April 2018. The appointment of a proxy using the CREST proxy voting service will not preclude shareholders from attending and voting in person at the general meeting should they so wish.

A copy of this document is available at the company’s website www.globaldata.com.
Cautionary note regarding forward-looking statements

This document includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will”, or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Directors’ current intentions, beliefs or expectations concerning, among other things, the Group’s and the Enlarged Group’s results of operations, financial condition, liquidity, prospects, growth, strategies and the Group’s and Enlarged Group’s markets.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Actual results and developments could differ materially from those expressed or implied by the forward-looking statements.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document are based on certain factors and assumptions, including the Directors’ current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group’s and the Enlarged Group’s operations, results of operations, growth strategy and liquidity. Whilst the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Save as required by law or by the AIM Rules, the Company undertakes no obligation to publicly release the results of any revisions to any forward-looking statements in this document that may occur due to any change in the Directors’ expectations or to reflect events or circumstances after the date of this document.

Notice to overseas persons

The distribution of this document and/or the Form of Proxy in certain jurisdictions may be restricted by law and therefore persons into whose possession these documents come 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.

Presentation of financial information

Certain data in this document, including financial, statistical and operational information has been rounded. As a result of the rounding, the totals of data presented in this document may vary slightly from the actual arithmetical totals of such data. Percentages in tables have been rounded and, accordingly, may not add up to 100 per cent. In this document, references to “pounds sterling”, “£”, “pence” and “p” are to the lawful currency of the United Kingdom.

Presentation of market, economic and industry data

Where information contained in this document originates from a third party source, it is identified where it appears in this document together with the name of its source. Such third party information has been accurately reproduced and, so far as the Company is aware and is able to ascertain from information published by the relevant third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

No incorporation of website information

The contents of the Company’s website or any hyperlinks accessible from the Company’s website do not form part of this document and Shareholders should not rely on them.

Defined terms and references

Certain terms used in this document are defined and certain technical and other terms used in this document are explained at the section of this document under the heading “Definitions”.

All times referred to in this document and the Form of Proxy are, unless otherwise stated, references to London time.

All references to legislation in this document and the Form of Proxy are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation or regulation shall include any amendment, modification, re-enactment or extension thereof.

Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.
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DIRECTORS, SECRETARY AND ADVISERS

Directors
Bernard Cragg (Executive Chairman)*
Michael Danson (Chief Executive Officer)
Graham Lilley (Chief Financial Officer)*
Annette Barnes (Non-executive Director)*
Andrew Day (Non-executive Director)*
Peter Harkness (Non-executive Director)*
Murray Legg (Non-executive Director)*
* Independent Director (as defined on page 7 of this document)

All of whose business address is at the Company's registered and head office

Registered and Head Office
John Carpenter House
John Carpenter Street
London
EC4Y 0AN

Company website
www.globaldata.com

Company Secretary
Graham Lilley

Nominated Adviser and Broker
N+1 Singer
One Bartholomew Lane
London
EC2N 2AX

Legal advisers to the Company
Reed Smith LLP
The Broadgate Tower
20 Primrose Street
London
EC2A 2RS

Registrars
Link Asset Services
The Registry
34 Beckenham Road
Kent BR3 4TU
EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document\(^1\)  
Latest time and date for receipt of blue Forms of Proxy and CREST voting instructions  
General Meeting  
Admission and dealings in the Consideration Shares expected to commence on AIM and Completion

29 March 2018  
10.15 a.m. on 20 April 2018  
10.15 a.m. on 24 April 2018  
on or before 30 April 2018

STATISTICS

Number of Ordinary Shares in issue as at the date of this document\(^2\)  
Number of new Ordinary Shares to be issued pursuant to the Acquisition  
Number of Ordinary Shares in issue at Completion  
ISIN number  
SEDOL number  
TIDM

102,156,422  
15,957,447  
118,113,869  
GB00B87ZTG26  
B87ZTG2  
DATA

Notes:

1. Each of the above times and/or dates is subject to change at the absolute discretion of the Company and N+1 Singer. If any of the above details times and/or dates should change, the revised times and/or dates will be announced through a Regulatory Information Service.

2. The number of Ordinary Shares in issue as at the date of this document excludes 190,000 treasury shares held by the Company. The 190,000 treasury shares represent approximately 0.186 per cent. of the issued Ordinary Share capital of the Company (excluding treasury shares) as at 28 March 2018 (being the last practicable date prior to the date of this Circular).
DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

“Acquisition” the proposed acquisition by the Company of the Research Views Group pursuant to the Acquisition Agreement including repayment of the Shareholder Debt

“Acquisition Agreement” the conditional agreement dated 28 March 2018 and made between the Company and the Vendors relating to the Acquisition, details of which are set out in Part 2 of this document

“Act” the Companies Act 2006 (as amended from time to time)

“Admission” admission of the Consideration Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules

“AIM” the AIM Market operated by the London Stock Exchange

“AIM Rules” the AIM Rules for Companies published by the London Stock Exchange from time to time

“Announcement” the preliminary announcement of the Proposals made by the Company on 26 February 2018

“business day” a day (excluding Saturdays, Sundays and public holidays) on which banks are generally open for business in the City of London

“certificated form” or “in certificated form” an Ordinary Share recorded on a company’s share register as being held in certificated form (namely, not in CREST)

“Company” or “GlobalData” GlobalData plc, a company incorporated and registered in England and Wales under the Companies Act 1985 with registered number 03925319

“Completion” completion of the Acquisition in accordance with the terms of the Acquisition Agreement

“Consideration Shares” the 15,957,447 new Ordinary Shares to be issued by the Company to the Vendors in connection with the Acquisition, which shall rank pari passu with the Existing Ordinary Shares save that they shall not be entitled to receive the final dividend to be paid on 27 April 2018 in respect of the year ended 31 December 2017

“CREST” the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations)

“CREST Regulations” the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3755)

“Dealing Day” a day on which the London Stock Exchange is open for business in London

“Directors” or “Board” the directors of the Company whose names are set out on page 4 of this document, or any duly authorised committee thereof

“Enlarged Group” the Company, its subsidiaries and its subsidiary undertakings following Completion

“Euroclear” Euroclear UK & Ireland Limited, the operator of CREST

“Existing Ordinary Shares” the 102,156,422 Ordinary Shares in issue at the date of this document, all of which are admitted to trading on AIM

“FCA” the UK Financial Conduct Authority

“Form of Proxy” the blue form of proxy for use in connection with the General Meeting which accompanies this document
“FSMA” the Financial Services and Markets Act 2000 (as amended)

“General Meeting” the general meeting of the Company to be held at the offices of the Company at John Carpenter House, John Carpenter Street, London, EC4Y 0AN on 24 April 2018 at 10.15 a.m. (or as soon thereafter as the Annual General Meeting convened for the same day shall have concluded), notice of which is set out at the end of this document

“Group” the Company, its subsidiaries and its subsidiary undertakings as at the date of this document

“Independent Committee” Bernard Cragg, Annette Barnes and Murray Legg, comprising an independent committee of the Board appointed to consider the merits of the Proposals and to report thereon to the Independent Directors

“Independent Directors” Bernard Cragg, Graham Lilley, Annette Barnes, Andrew Day, Peter Harkness and Murray Legg who for the purposes of the Acquisition are considered to be independent

“London Stock Exchange” London Stock Exchange plc

“N+1 Singer” Nplus1 Singer Advisory LLP and its affiliates, the Company’s nominated adviser and broker

“Net Debt” the amount of approximately £9.8 million of the debt and debt-like items of the Research Views Group which includes the Shareholder Debt

“Notice of General Meeting” the notice convening the General Meeting which is set out at the end of this document

“Ordinary Shares” ordinary shares of 1/14 pence each in the capital of the Company

“Progressive Media Ventures” Progressive Media Ventures Limited, a company incorporated and registered in England and Wales under the Companies Act 1985 with registered number 06178882

“Progressive Ventures” Progressive Ventures Limited, a company incorporated and registered in England and Wales under the Companies Act 1985 with registered number 06212741

“Proposals” together, the Acquisition and Admission

“Prospectus Rules” the prospectus rules made by the FCA pursuant to section 73A of the FSMA

“Regulatory Information Service” a service approved by the FCA for the distribution to the public of regulatory announcements and included within the list maintained on the FCA’s website

“Research Views” Research Views Limited, a company incorporated and registered in England and Wales under the Companies Act 2006 with registered number 09901486

“Research Views Group” the group of companies owned by Research Views and comprising the RVL Group, the SportCal Group and the Timetric Group

“Resolutions” the resolutions set out in the Notice of General Meeting

“Re-organisation” the merger of the SportCal Group and the Timetric Group with the RVL Group and the acquisition of certain minority interests to form the Research Views Group on 27 March 2018

“Re-organisation Agreements” the series of agreements between Research Views and the Vendors to effect the Re-organisation

“RVL Group” the group of companies owned by Research Views immediately prior to the Re-organisation
<table>
<thead>
<tr>
<th>Term</th>
<th>Description</th>
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</thead>
<tbody>
<tr>
<td>“Shareholder Debt”</td>
<td>the amount of approximately £8.4 million owed by members of the Research Views Group to Michael Danson and his associated companies</td>
</tr>
<tr>
<td>“Shareholders”</td>
<td>holders of Ordinary Shares</td>
</tr>
<tr>
<td>“SportCal Group”</td>
<td>the group of companies owned by Progressive Ventures immediately prior to the Re-organisation</td>
</tr>
<tr>
<td>“Timetric Group”</td>
<td>the group of companies owned by Progressive Media Ventures immediately prior to the Re-organisation</td>
</tr>
<tr>
<td>“UK”</td>
<td>the United Kingdom of Great Britain and Northern Ireland</td>
</tr>
<tr>
<td>“uncertificated” or “in uncertificated form”</td>
<td>an Ordinary Share recorded on a company’s share register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST</td>
</tr>
<tr>
<td>“Vendors”</td>
<td>the selling shareholders of Research Views as set out in the Acquisition Agreement.</td>
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To Shareholders

Dear Shareholder,

Proposed acquisition of the Research Views Group

Approval of substantial property transaction

and

Notice of General Meeting

1. Introduction and summary

Further to the Company’s announcement on 26 February 2018, the Company announced on 29 March that it had conditionally agreed to acquire the entire issued share capital of Research Views, a company controlled by Michael Danson and Wayne Lloyd (and other minority shareholders).

Under the terms of the Acquisition, 15,957,447 new Ordinary Shares will be issued to the Vendors (15.6 per cent of the Existing Ordinary Shares) which equates to £90.0 million based on the volume weighted average price of an Existing Ordinary Share of 564 pence over the 30 days prior to the Announcement. The Company’s share price at the close of business on 23 February 2018, the last business day before the Announcement, was 547.5 pence.

In addition, the Net Debt will be assumed by the Company on Completion, which includes the Shareholder Debt. The Company will procure that the Shareholder Debt is repaid by the Research Views Group to Michael Danson and his associated companies on Completion (such repayment to be funded by the Company’s existing banking facilities).

Following completion of the Re-organisation, Research Views is the parent company of the Research Views Group, which comprises the RVL Group, the SportCal Group and the Timetric Group. Further information on the Research Views Group is set out below.

Due to Michael Danson’s interests in the Proposals, he is not considered independent in regards to the Proposals. Accordingly, the Board has established the Independent Committee, chaired by Bernard Cragg and solely comprised of Independent Directors, for the purposes of evaluating the merits of the Proposals and reporting thereon to the Independent Directors.

Further details of the Acquisition and the Acquisition Agreement are set out below and in Part 2 of this document.

The Acquisition constitutes a substantial property transaction under section 190 of the Act and consequently requires the approval of Shareholders.
Additionally, the Acquisition constitutes a related party transaction for the purposes of Rule 13 of the AIM Rules. The Independent Directors, having consulted with the Company’s nominated adviser, N+1 Singer, consider the terms of the Acquisition to be fair and reasonable insofar as Shareholders are concerned.

The purpose of this document is to provide you with information about the background to and the reasons for the Proposals, to explain why the Independent Directors consider the Proposals to be in the best interests of the Company and its Shareholders as a whole and why the Independent Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at the end of this document.

2. Background to and reasons for the Proposals

Background

Acquisitions form an important part of the Company’s overall strategy for growth. The Company seeks out strategic acquisition opportunities which extend client reach and product coverage within the Company’s markets. Over a reasonable time frame the Company aims to increase total returns through leveraging existing content across multiple formats (subscriptions, reports and research engagements) and geographies.

For example, the Company successfully acquired and integrated the healthcare business information provider, GlobalData Holding Limited, a company owned by Michael Danson and Wayne Lloyd (and his connected parties) in January 2016. This £66.5 million acquisition added a third global industry vertical to the Group’s existing business information proposition and brought management and operational scale in the important North American market. The healthcare information business has now been fully integrated and is being exploited for the benefit of the Enlarged Group.

Information on the Research Views Group and the Acquisition

The Research Views Group is owned by Michael Danson (CEO, GlobalData) and a number of other minority shareholders including Wayne Lloyd (Managing Director, GlobalData US).

Following the Re-organisation, the Research Views Group represents the amalgamation of three data and analytics provider groups: the RVL Group (energy industry); the Timetric Group (financial services and construction industry); and the SportCal Group (consumer industry).

Each of the businesses is underpinned by a subscription model providing durable revenue streams with opportunities to cross and up sell. In the year ended 31 December 2017, the Research Views Group generated pro forma revenues of approximately £27.0 million and EBITDA of £2.1 million. As at 31 December 2017, the pro forma gross assets of the Research Views Group was £47.8 million. Pro forma revenues for the Research Views Group grew by 18.8 per cent in the year ended 31 December 2017.

Whilst the products of each business deliver industry specific data and analytics, each business provides its corporate client-base with the following common features:

(a) Analysis of market dynamics – analysis of the sizes and trends in the markets covered;

(b) Information on revenue opportunities – information on specific revenue opportunities, either as a size of a segment or product, or via analysis of specific contracts or events;

(c) Information on and analysis of key stakeholders – analysis of competitors, suppliers and other key stakeholders;

(d) Commentary on key issues – fact-based analysis of key issues of interest in the respective sectors, for example, change in technology or regulation; and

(e) M&A and deal analysis – the RVL Group and the Timetric Group also cover deal activity.

The Acquisition is commercially aligned to the Group’s primarily subscription based model and is operationally complementary especially in the context of the Group’s existing analyst and client service operations. Following the Acquisition, the Group addresses at least eight major global industries with a global team of experts operating in 23 offices worldwide.
**Rationale for the Acquisition**

The Independent Directors believe that the Acquisition will further advance the Group’s transformation into a global data and analytics business with a truly differentiated multi-industry offering, significantly increasing its addressable markets and enhancing the Company’s long term growth opportunities. The Acquisition adds the energy industry to the Group, and significantly bolsters the recently formed construction business, following the Group’s recent acquisition of MEED Media FZ LLC. It will provide complementary intelligence assets and capabilities relevant to existing healthcare, consumer and financial services industries and is consistent with the Group’s strategy.

Research Views Group’s business will be integrated into the Group’s global platform and infrastructure and will operate under the GlobalData brand, strengthening and expanding the markets and geographies the Group serves. With 23 offices located across North and South America, the United Kingdom, Asia Pacific and the Middle East, the Independent Directors believe that the Group’s global infrastructure will, when combined with that of the Research Views Group, provide the opportunity for commercial and operational synergies. In particular, the Acquisition will consolidate the Group’s expansion of its sales and management infrastructure across Asia Pacific, providing stronger regional capability and expertise for the Group to address the increasing growth in the global data and analytics market.

Following Completion, the Independent Directors anticipate that the Group’s increased subscription revenues will improve visibility of forward earnings. Furthermore, following Completion and the subsequent integration, the Independent Directors anticipate being able to leverage economies of scale from its enlarged operations and, in particular, in the creation of internally generated intellectual property which can be sold across multiple geographies and in multiple formats.

The Independent Directors believe the Acquisition will rapidly strengthen and expand the Group’s industry coverage for its core corporate clients and enhance the Group’s potential to become the world’s leading source of data and analytics for corporates.

**Effect of the Proposals on the Group**

The expected net effects of the Proposals are to improve both the quality and visibility of earnings as the Group increases the subscription mix and focuses on scale industries.

On Completion, the Group will operate in eight key global business industries: consumer; technology; healthcare; construction; financial services; professional services; energy; and communities. This will continue the Group’s transformation into a data and analytics group and is expected to increase its addressable market.

It is expected that the trend in the Research Views Group’s revenue growth will continue and that annualised synergies of approximately £1.0 million are achievable following rationalisation of central costs of the Research Views Group. Completion of this exercise is anticipated before the end of December 2018, after which it is expected that an adjusted EBITDA margin of between 20 and 25 per cent will be achievable by the Research Views Group on an annualised basis before considering any available revenue synergies.

The Acquisition is expected to be earnings accretive in the first full year of ownership.

Completion is expected to occur following the General Meeting on 24 April 2018.

**Independent financial advice**

In order to inform the Independent Committee’s commercial assessment of the merits of the Proposals, the Company engaged a leading global firm of accountants to provide independent financial advice to the Independent Directors on the valuation of the Research Views Group.

**3. Terms of the Acquisition and Lock-in Arrangements**

**Terms of the Acquisition**

Pursuant to the terms of the Acquisition Agreement, the Company has conditionally agreed to acquire from the Vendors the entire issued share capital of Research Views.

Under the terms of the Acquisition, 15,957,447 new Ordinary Shares will be issued to the Vendors (15.6 per cent of the Existing Ordinary Shares), which equates to £90.0 million based on the volume weighted average price of an Existing Ordinary Share of 564 pence over the 30 days prior to the Announcement. The Company’s share price at the close of business on 23 February 2018, the last business day before the Announcement, was 547.5 pence.
In addition, the Net Debt will be assumed by the Company on Completion, which includes the Shareholder Debt. The Company will procure that the Shareholder Debt is repaid by the Research Views Group to Michael Danson and his associated companies on Completion (such repayment to be funded by the Company’s existing banking facilities).

The Acquisition Agreement is conditional upon the Resolutions 1 and 2 being duly passed at the General Meeting and Admission. Further details of the Acquisition Agreement are set out in Part 2 of this document.

**Lock-in Arrangements**

On Completion, each of the Vendors will undertake to the Company and N+1 Singer not to dispose of the Consideration Shares (or any interest in them) held by each of them following Completion, as follows:

(a) in respect of the first 18 months following Completion, not to dispose of more than one third of the Consideration Shares issued to them; and

(b) in respect of the subsequent period of 18 months following Completion, not to dispose of more than two thirds of the Consideration Shares issued to them (less the number of any Consideration Shares disposed of by that Vendor under (a) above),

together, the “Lock-in Arrangements”.

The Lock-in Arrangements are subject to certain customary exceptions, including transfers to family members or to trustees for their benefit, disposals by way of acceptance of a recommended takeover offer of the entire issued share capital of the Company or to satisfy any claim related to the Acquisition or the Re-organisation.

RBC cees Trustees Limited, acting in their capacity as Trustees of The GlobalData Employee Benefit Trust, are instructed where appropriate to acquire Ordinary Shares in the open market to satisfy the future vesting of share awards under the Group’s employee share schemes. It is therefore possible that RBC cees Trustees Limited may purchase Consideration Shares in the open market following Completion as permitted under the Lock-in Arrangements. Any such purchase would be subject to the restrictions imposed on RBC cees Trustees Limited acting independently pursuant to the terms of the GlobalData Employee Benefit Trust and instructions given thereunder.

4. **Current trading and prospects**

The Group is trading in line with the Directors’ expectations and the Directors believe that the prospects of the Enlarged Group are encouraging. The market outlook for data and analytics remains positive over the medium to long term, presenting the Group with real and achievable opportunities for positive growth.

5. **Issued share capital**

Application will be made to the London Stock Exchange for the Consideration Shares to be admitted to trading on AIM. It is expected that, subject to the approval of the Resolutions, Admission and dealings in the Consideration Shares will take place on or before 30 April 2018.

Following Admission, the Company will have 118,113,869 Ordinary Shares in issue. Michael Danson and Wayne Lloyd (one of the principal Vendors), together with his family, will be interested in 82,462,226 Ordinary Shares and 7,250,918 Ordinary Shares respectively, representing approximately 69.8 per cent. and 6.14 per cent. of the enlarged issued share capital of the Company respectively.

Following Completion, existing Shareholders will suffer a dilution of approximately 15.6 per cent. to their Existing Ordinary Share interests in the Company.

6. **The General Meeting**

Set out at the end of this document is a notice convening the General Meeting to be held on 24 April 2018 at the offices of the Company at John Carpenter House, John Carpenter Street, London, EC4Y 0AN at 10.15 a.m. (or as soon thereafter as the Annual General Meeting convened for the same day shall have concluded), at which the Resolutions will be proposed for the purposes of implementing the Proposals.

Resolution 1, which will be proposed as an ordinary resolution, is to approve the terms of the Acquisition Agreement for the purposes of section 190 of the Act and to authorise the Directors to take such steps as they consider necessary for the purposes of implementing the Acquisition.
Resolution 2, which will be proposed as an ordinary resolution and which is conditional upon the passing of Resolution 1, is to authorise the Directors to allot the Consideration Shares in connection with the Acquisition.

Resolution 3, which will be proposed as an ordinary resolution and is conditional upon the passing of Resolution 2, is a general authorisation for the Directors to allot relevant securities up to £28,122 in nominal value (representing approximately one third of the issued share capital following Admission). In addition, the resolution will, if passed, authorise the directors to allot further shares of the Company up to a maximum nominal amount of £28,122 (representing approximately a further one-third of the issued share capital following Admission) 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 4, which will be proposed as a special resolution and is conditional upon the passing of Resolution 3, supplements the Directors’ authority to allot shares in the Company given to them by resolution 3. The resolution, if passed, authorises the directors to issue ordinary shares for cash, either by way of a rights issue or offer to existing shareholders or to other persons on a non-pre-emptive basis, provided that any issue for cash to such persons on a non-pre-emptive basis shall not exceed £4,218 representing 5,905,693 new Ordinary Shares (being 5 per cent of the issued share capital following Admission). 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 5, which will be proposed as a special resolution, authorises the Company to make market purchases of its Ordinary Shares. The authority is limited to the purchase of 5,905,693 Ordinary Shares (being 5 per cent of the issued share capital following Admission) and is subject to certain other limitations. 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.

Michael Danson has irrevocably undertaken to vote in favour of the Resolutions to be proposed at the General Meeting in respect of his beneficial holdings amounting to 69,604,325 Existing Ordinary Shares, representing approximately 68.1 per cent. of the existing issued ordinary share capital of the Company.

7. Action to be taken
A blue Form of Proxy for use at the General Meeting accompanies this document. The blue Form of Proxy should be completed and signed in accordance with the instructions thereon and returned to the Company’s registrars, Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF as soon as possible, but in any event so as to be received by no later than 10.15 a.m. on 20 April 2018 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

As an alternative to completing your hard-copy proxy form, you can appoint a proxy electronically at www.signalshares.com. For an electronic proxy appointment to be valid, your appointment must be received by no later than 10.15 a.m. on 20 April 2018 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

If you hold your Existing Ordinary Shares in uncertificated form in CREST, you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual. Further details are also set out in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by Link Asset Services (ID RA10) by no later than 10.15 a.m. on 20 April 2018 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

The completion and return of a Form of Proxy or the use of the CREST Proxy Voting Service will not preclude Shareholders from attending the General Meeting and voting in person should they so wish.

8. Recommendation and voting intentions
The Acquisition constitutes a substantial property transaction under section 190 of the Act and, consequently, requires the approval of Shareholders.

In addition, the Acquisition constitutes a related party transaction for the purposes of Rule 13 of the AIM Rules.

The Independent Directors, having consulted with the Company’s nominated adviser, N+1 Singer, consider the terms of the Acquisition are fair and reasonable insofar as Shareholders are concerned and accordingly unanimously recommend Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do in respect of their own beneficial holdings amounting, in aggregate, to 475,000
Existing Ordinary Shares, representing approximately 0.46 per cent. of the existing issued ordinary share capital of the Company.

In providing its advice to the Independent Directors, N+1 Singer has taken into account the Independent Directors’ commercial assessments of the Proposals.

In addition, Michael Danson has irrevocably undertaken to vote in favour of the Resolutions to be proposed at the General Meeting in respect of his beneficial holding amounting to 69,604,325 Existing Ordinary Shares, representing approximately 68.1 per cent. of the existing issued ordinary share capital of the Company.

Yours faithfully

Bernard Cragg
Chairman of the Independent Committee
PART 2

SUMMARY OF THE PRINCIPAL TERMS OF THE ACQUISITION
AND RE-ORGANISATION

The Acquisition Agreement

Pursuant to the terms of the Acquisition Agreement, the Company has conditionally agreed to acquire from the Vendors the entire issued share capital of Research Views in consideration for the allotment of the Consideration Shares to the Vendors at Completion. The Acquisition Agreement is conditional upon Resolutions 1 and 2 being duly passed at the General Meeting and Admission. The Company will assume the Net Debt on Completion, which includes the Shareholder Debt. The Company will procure that the Shareholder Debt is repaid by the Research Views Group to Michael Danson and his associated companies on Completion.

The Acquisition Agreement contains a tax covenant and certain warranties and indemnities from Michael Danson and Wayne Lloyd to the Company which are in a customary form for such a transaction.

The Acquisition Agreement also contains undertakings and restrictive covenants from the Vendors to the Company which are in a customary form for such a transaction.

The liability of each Vendor (which is several) under the Acquisition Agreement shall not exceed the value of the Consideration Shares received by that Vendor. This liability cap is subject to certain de minimis thresholds for warranty claims and certain indemnity claims.

The Re-organisation Agreements

In connection with the Reorganisation, the Vendors and Research Views have entered into the Reorganisation Agreements pursuant to which Research Views has acquired all of the Vendors’ shares in Progressive Media Ventures and Progressive Ventures, including the outstanding minority interests in SociableData Limited (a subsidiary of Research Views), in exchange for shares in Research Views.

The Reorganisation Agreements contain a tax covenant, certain warranties, undertakings, indemnities and restrictive covenants from the Vendors to Research Views which are in a customary form for such a transaction.

The liability of each Vendor (which is several) under the Reorganisation Agreements shall not exceed the value of the shares in Research Views received by that Vendor pursuant to the Reorganisation Agreements. This liability cap is subject to certain de minimis thresholds for warranty claims and certain indemnity claims.
NOTICE OF GENERAL MEETING

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

NOTICE IS HEREBY GIVEN THAT a general meeting of GlobalData plc (the “Company”) will be held at the offices of the Company, John Carpenter House, John Carpenter Street, London EC4Y 0AN on 24 April 2018 at 10.15 a.m. (or as soon thereafter as the Annual General Meeting convened for the same day shall have concluded) to consider and, if thought fit, to pass the following resolutions, of which Resolutions 1, 2 and 3 shall be proposed as Ordinary Resolutions and Resolutions 4 and 5 shall be proposed as Special Resolutions of the Company:

ORDINARY RESOLUTIONS

1. That the Acquisition Agreement (as defined in the circular to shareholders of the Company dated 29 March 2018 (the “Circular”)) be and is hereby approved for the purposes of section 190 of the Companies Act 2006 (the “Act”) and that the directors of the Company (or any duly constituted committee of them) be and they are hereby authorised to take all such steps as they consider necessary to carry the Acquisition Agreement into effect.

2. THAT, conditional upon the passing of Resolution 1 and in substitution for any existing authorities or powers which may have been given to the directors pursuant to section 551 of the Act prior to the date of the passing of this resolution, the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all powers of the Company to allot up to 15,957,447 new ordinary shares of 1/14 pence each in the capital of the Company in connection with the Acquisition (as such term is defined in the Circular).

3. THAT, conditional upon the passing of Resolution 2 and in substitution for any existing authorities or powers which may have been given to the directors pursuant to section 551 of the Act prior to the date of the passing of this resolution (save to the extent set out in resolution 2 or as relied upon prior to the passing of this resolution), the directors be generally and unconditionally authorised pursuant to section 551 of the Act:

(a) to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum nominal amount of £28,122 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the earlier of 24 July 2019 and the end of the next Annual General Meeting of the Company, save that the Company may before expiry of this authority make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after expiry of this authority and the directors may allot shares, or grant rights to subscribe for or convert any security into shares, in pursuance of that offer or agreement as if this authority had not expired; and

(b) in addition, to allot equity securities (within the meaning of section 560 of the Act) in connection with a rights issue in favour of holders of ordinary shares in proportion (as nearly as may be) to their respective holdings of ordinary shares (but subject to such exclusions or other arrangements as the directors consider necessary or expedient in connection with treasury shares, fractional entitlements or any legal or practical problems arising under the laws or regulations of, or the requirements of any regulatory body or stock exchange in, any territory) up to a maximum nominal amount of £28,122 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the earlier of 24 July 2019 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.
SPECIAL RESOLUTIONS

4. THAT, conditional upon the passing of resolution 3 above and in place of all existing powers, 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 3 above as if section 561 of the Act did not apply to any such allotment. This power shall be limited to:

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

(b) the allotment (other than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £4,218.

This power shall expire on the earlier of 24 July 2019 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.

5. That the Company be hereby unconditionally and generally authorised for the purposes of Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of its ordinary shares of 1/14 pence each ("Ordinary Shares") provided that:

(a) the maximum number of Ordinary Shares authorised to be purchased is 5,905,693;

(b) the minimum price which may be paid for any such Ordinary Share is 1/14 pence;

(c) the maximum price which may be paid for an Ordinary Share shall be an amount equal to 105 per cent of the average middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and

(d) this authority shall, unless previously renewed, revoked or varied, expire on the earlier of 24 July 2019 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.

Dated: 29 March 2018

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

By order of the Board:

Graham Lilley
Company Secretary
Notes:

1. A member who is entitled to attend, speak and vote at the Meeting may appoint a proxy to attend, speak and vote instead of him. A proxy need not be a member of the Company but must attend the meeting in order to represent you. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed. Appointing a proxy will not prevent a member from attending in person and voting at the General Meeting (although voting in person at the General Meeting will terminate the proxy appointment). A blue Form of Proxy accompanies this document. The notes to the Form of Proxy include instructions on how to appoint the Chairman of the Meeting or another person as a proxy and how to appoint a proxy by using the CREST proxy appointment service. To be valid a Form of Proxy, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, must reach the Company's registrar, Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF by at least 10.15 a.m. on 20 April 2018 (or in the case of an adjournment, not later than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the adjourned meeting). You can only appoint a proxy using the procedures set out in these notes and in the notes to the form of proxy.

To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by Link Asset Services (ID number RA10) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which Link Asset Services is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

As an alternative to completing a hard-copy proxy form, you can appoint a proxy electronically at www.signalshares.com. For an electronic proxy appointment to be valid, your appointment must be received by no later than 10.15 a.m. on 20 April 2018 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

2. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), specifies that only those shareholders registered in the register of members of the Company at the close of business on 20 April 2018 (or, if the Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting) shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time. In each case, changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the Meeting.

3. Please note that communications regarding the matters set out in this Notice of General Meeting will not be accepted in electronic form, other than as specified in the accompanying blue Form of Proxy.

4. In the case of joint holders of shares, the vote of the first named in the register of members who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.

5. A member that is a Company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done in one of two ways: either by the appointment of a proxy (described in note 1 above) or of a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's articles of association and the relevant provision of the Companies Act 2006.