

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. 21 April 2020

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 21 April 2020 at 10.00 a.m. to consider the following matters and, if thought fit, to pass the following resolutions, of which resolutions 13 and 14 will be proposed as special resolutions and the remainder will be proposed as ordinary resolutions:

1. To receive the directors’ report and accounts for the financial year ended 31 December 2019 and the auditors’ report on the accounts.
2. To declare a final dividend of 10.0 pence per ordinary share in respect of the year ended 31 December 2019, payable on 24 April 2020 to ordinary shareholders whose names appear in the register of members at close of business on 27 March 2020.
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 appoint 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.
11. To authorise the Audit Committee to determine the remuneration of the auditors.
12. THAT the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “**Act**”):
 - (a) to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum nominal amount of £28,167 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the earlier of 21 July 2021 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 21 July 2021 and the end of the next Annual General Meeting of the Company, save that

the Company may before expiry of this authority make an offer or agreement which would or might require equity securities to be allotted after expiry of this authority and the directors may allot equity securities in pursuance of that offer or agreement as if this authority had not expired.

13. THAT (subject to the passing of Resolution 12) the directors be generally and unconditionally authorised pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 12 above as if section 561 of the Act did not apply to any such allotment. This power shall be limited to:
- (a) the allotment of equity securities in connection with an offer of such securities or an invitation to apply to subscribe for such securities (whether by way of rights issue, open offer or otherwise) in favour of holders of ordinary shares in proportion (as nearly as may be) to their respective holdings of ordinary shares but subject to such exclusions or other arrangements as the directors consider necessary or expedient in connection with treasury shares, fractional entitlements or legal or practical issues under the laws of any jurisdiction or territory or the regulations or requirements of any regulatory or stock exchange authority in any jurisdiction or territory; and
 - (b) the allotment (other than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £4,225.

This power shall expire on the earlier of 21 July 2021 and the conclusion of the next Annual General Meeting of the Company, but the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired.

14. THAT the Company be hereby 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 21 July 2021 and the conclusion of the next Annual General Meeting of the Company, but the Company may enter into a contract for the purchase of ordinary shares before the expiry of this authority which would or might be completed (wholly or partly) after its expiry.

By Order of the Board



Graham Lilley
Company Secretary

27 March 2020

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 17 April 2020 (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.

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 Asset Services' general helpline team on Tel: 0371 664 0300. Calls cost 12p per minute plus your phone company's access charge. 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 Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF. 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 Asset Services' portal team on 0371 664 0391. Calls cost 12p per minute plus your phone company's access charge. 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 10am on 17 April 2020. 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 Asset Services 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 Asset Services, 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 Asset Services 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 26 March 2020 (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 26 March 2020 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.

Explanation of Business to be Conducted at the Meeting

19. 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 2019 at the Meeting.
20. Resolution 2 – Shareholders are being asked to approve a dividend of ten pence per ordinary share in respect of the financial year ended 31 December 2019. If the recommended dividend is approved, it will be paid on 24 April 2020 to all ordinary shareholders whose names appear on the register of members at close of business on 27 March 2020.
21. 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.
22. Resolutions 10 and 11 – Resolution 10 appoints Deloitte LLP ("Deloitte") as auditor of the Company. The Company's Audit Committee recommends the appointment of Deloitte. Accordingly, subject to shareholder approval, Deloitte will be appointed as auditor until conclusion of the next general meeting at which accounts are laid before the Company.
23. Resolutions 12 and 13 – Resolution 12 asks shareholders to grant the directors authority to allot shares in the Company. This resolution will, if passed, authorise the directors to allot the Company's shares up to a maximum nominal amount of up to £28,167 in nominal value (representing approximately one third of the issued share capital of the Company as at the date of this Notice). In addition, the resolution will, if passed, authorise the directors to allot further shares of the Company up to a maximum nominal amount of £28,167 (representing approximately a further one third of the issued share capital of the Company as at the date of this Notice) in connection with a fully pre-emptive rights issue. The authority will be effective until the conclusion of the next Annual General Meeting of the Company or, if earlier, the date falling 15 months after the date of the Resolution. Resolution 13, if passed, authorises the directors to issue ordinary shares for cash, either by way of a rights issue or offer to existing shareholders or to other persons on a non-pre-emptive basis, provided that any issue for cash to such persons on a non-pre-emptive basis shall not exceed £4,225 representing 5,915,000 ordinary shares (being equal to approximately five per cent of the issued share capital as at the date of this Notice). The authority will be effective until the conclusion of the next Annual General Meeting of the Company or, if earlier, the date falling 15 months after the date of the Resolution.
24. Resolution 14 – It is customary for public companies to maintain authorities to make limited purchases of their own shares. Resolution 14 will authorise the purchase of up to 11,830,386 ordinary shares, representing approximately ten per cent of the Company's current issued ordinary share capital as at the date of this Notice. This renews the Company's existing authority to make such purchases.

Arrangements for the Meeting –Coronavirus Covid-19 Outbreak

25. **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 developing situation with the Covid-19 outbreak, including the guidance from Public Health England and the enhanced restrictions on travel and public gatherings imposed by the UK Government on 23 March 2020. Given the current restrictions and the possible health risks arising from attending the Meeting in person, shareholders are actively encouraged to consider whether their attendance at the Meeting is necessary. Pending further developments, 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 if the current restrictions are lifted and you later choose to do so.
 - 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: cocsec@globaldata.com so that it is received by no later than 10.00am on 17 April 2020. Please insert "AGM – Shareholder Questions" in the subject header box of your email. Please also see the explanatory notes at paragraph 16 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 on 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.

