

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

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

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

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

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## **GLOBALDATA PLC**

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

### **NOTICE OF ANNUAL GENERAL MEETING 2025**

**To be held at John Carpenter House, 7 Carmelite Street, London, EC4Y 0BS  
on 29 April 2025 at 10.00 a.m.**

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

Whether or not you propose to attend the Annual General Meeting, please complete and submit an online proxy form in accordance with the instructions set out in this document, or if a hard copy is requested, the instructions printed on it. Attending in person may not be possible or desirable for all whom wish to attend, therefore, the Company will offer shareholders the option to participate in the meeting remotely. However, shareholders will not be able to vote at the meeting when joining remotely. Please see the Letter from the Chair for further details of the manner in which shareholders may participate in the Annual General Meeting.

A hard copy proxy form has not been sent to you but you can request one directly from the registrars, through MUFG Corporate Markets' general helpline team on Tel: 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. You may also submit your proxy electronically using the Investor Centre at <https://uk.investorcentre.mpms.mufg.com/> or if you hold your shares in CREST, you may appoint a proxy or proxies by completing and transmitting a CREST Proxy Instruction to MUFG Corporate Markets. Shareholders can use this service to vote or appoint a proxy online. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). To be valid, the proxy form must be completed and returned as soon as possible and so as to be received by MUFG Corporate Markets no later than 10.00 a.m. on 25 April 2025. You can return your hard-copy proxy form by post to MUFG Corporate Markets at PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL.

# GLOBALDATA PLC

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

## *Directors:*

Murray Legg  
Michael Danson  
Annette Barnes  
Graham Lilley  
Andrew Day  
Peter Harkness  
Julien Decot  
Catherine Birkett

## *Registered office:*

John Carpenter House  
John Carpenter Street  
London  
EC4Y 0AN

2 April 2025

To all shareholders of GlobalData Plc

Dear shareholder,

## **Annual General Meeting – 29 April 2025**

I have pleasure in inviting you to the 2025 Annual General Meeting (the “**Meeting**” or the “**AGM**”) of GlobalData Plc (the “**Company**”), which will be held at John Carpenter House, 7 Carmelite Street, London, EC4Y 0BS at 10.00 a.m. on 29 April 2025. This document includes the Notice of AGM, which sets out the resolutions that shareholders are being asked to consider and vote on (the “**Resolutions**”).

The Company understands and respects the importance of the AGM to shareholders and the board of directors (the “**Board**”) greatly values the opportunity to meet shareholders in person. However, we understand that this may not be possible or desirable for all who wish to attend, therefore, the Company will offer shareholders the option to participate in the Meeting remotely which can be accessed from any computer with internet access or through a telephone (mobile or landline). If you are interested in this option, please call Courtney Taylor on 020 7936 6400 or email [cosec@globaldata.com](mailto:cosec@globaldata.com) in order to make the necessary arrangements. However, shareholders will not be able to vote at the AGM when joining remotely. Shareholders are therefore asked, whether or not they propose to attend the AGM in person, to exercise their votes by submitting their proxy electronically via their Investor Centre account in advance of the Meeting and to appoint the Chair of the AGM as their proxy with their voting instructions. Submission of an electronic vote via your Investor Centre account, via CREST or via Proxymity will not preclude you from attending the AGM and voting in person if you so wish. The form of proxy must have been received by 10.00 a.m. on 25 April 2025 (or, in circumstances where the AGM is adjourned to a date later than 48 hours after the time specified for the AGM, 48 hours before the time of the adjourned meeting, excluding any UK non-working days).

Further details and guidance can be found at note 3 to the notice of AGM set out below. Shareholders should also continue to monitor the Company’s website and announcements for any updates regarding the AGM.

The purpose of this document is to set out the background to and reasons for the Resolutions which are to be proposed at the AGM and to explain why the Directors consider them to be in the best interests of the Company and shareholders and recommend that you vote in favour of the Resolutions.

## **Proposed move from AIM to Main Market**

On 6 February 2025, the Company announced its intention to apply for its ordinary shares to be admitted to the Equity Shares (commercial companies) listing segment of the Official List and to trading on the main market for listed securities (the “**Main Market**”) of the London Stock Exchange plc (“**Admission**”). The Board considers that, given the Company’s size and scale and its financial track record, it is now appropriate to move from AIM to the Main Market. The Board believes that Admission will further enhance the Company’s corporate profile and recognition and extend the opportunity to own its ordinary shares to a broader group of global institutional investors. The Board also believes that the Main Market of the London Stock Exchange provides higher trading volumes and greater liquidity, making it easier for shareholders and other potential investors to buy and sell ordinary shares.

Subject to the necessary conditions and regulatory approvals being met, Admission is expected to occur during the second quarter of this year, but no earlier than the date of the Company's 2025 Annual General Meeting.

### **Explanation of the business of the Meeting**

The business to be conducted at the AGM reflects the ordinary business and related ordinary resolutions and special resolutions that are put to the annual general meeting of the Company each year. Some of the resolutions proposed this year relate to the Company's proposed Admission.

Detailed explanatory notes on all of the business to be considered at this year's AGM are set out below.

Resolutions numbered 1 to 14 are proposed as ordinary resolutions. This means that for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolutions numbered 15 to 18 are proposed as special resolutions. This means that for each of those Resolutions to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

To more accurately reflect the views of shareholders of the Company, voting on all of the Resolutions will be carried out by way of a poll put to the AGM in accordance with the Company's articles of association (the "**Articles**"). The Board considers this to be best practice as it gives all shareholders the opportunity to participate in the decision-making of the Company and have their votes recorded even if they are unable to attend the AGM in person.

### **Ordinary Resolutions (1 to 14)**

#### *Resolution 1 – Approval of Reports 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 2024 to shareholders of the Company at the AGM.

#### *Resolution 2 – Approval of Dividend*

Shareholders are being asked to approve a final dividend of 1 pence per ordinary share in respect of the financial year ended 31 December 2024. If the recommended dividend is approved, it will be paid on 2 May 2025 to all ordinary shareholders whose names appear on the register of members at close of business on 21 March 2025.

#### *Resolutions 3 to 10 – Re-election of Directors*

Articles 84 and 85 of the Articles require that at the annual general meeting every year the Directors retire from office and are eligible for re-appointment. All Directors will therefore stand for re-election at the AGM.

As set out in the corporate governance statement in the annual report, the Board considers that the performance of each of the Directors during the period ended 31 December 2024 has been effective and each Director has demonstrated commitment to the role. The Board therefore believes that it is in the best interests of shareholders that each Director be re-elected. It is the Board's view that the Directors' biographies, set out on pages 56 and 57 of the annual report, illustrate why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success.

With respect to my standing for re-election as Chair, I have been a director for nine years. The UK Corporate Governance Code (the "**Code**") recommends that the chair of a board should not remain in post beyond nine years from the date of their first appointment to the board. However, the Code permits this period to be extended for a limited time, particularly in those cases where the chair was an existing non-executive director on appointment, as is the case with myself as I became Non-Executive Chairman in April 2021.

The Board believes that in order to facilitate the orderly succession plan for the wider Board, it is appropriate to extend my term as Chair. As the Group continues to execute on its Growth Transformation Plan, focusing on key organic growth levers as well as investing in M&A, the Board believes that my many years of experience as a chartered accountant and senior business manager will be invaluable. The Board therefore proposes that I remain as Chair for a period of up to another three years. In accordance with the Code, I will be subject to annual re-election at this year's AGM and in subsequent years.

*Resolutions 11 and 12 – To re-appoint Deloitte LLP as Auditor of the Company, to hold office until the conclusion of the next annual general meeting at which financial statements are laid before the Company, and to authorise the Audit Committee to determine the remuneration of the Auditor*

At each general meeting at which the Company's financial statements are presented to its members, the Company is required to appoint an auditor to serve from the conclusion of that meeting until the conclusion of the next such meeting.

The Board, on the recommendation of the Audit Committee, is therefore recommending the re-appointment of Deloitte LLP as the Company's auditor. Resolution 12 gives authority to the Audit Committee to determine the Auditor's remuneration.

*Resolution 13 – To receive and approve the Directors' remuneration report*

As a company admitted to trading on AIM, the Company is not required to give shareholders an annual advisory vote on the report on Directors' remuneration. However, the Company has decided to comply voluntarily with this requirement of the Companies (Directors' Remuneration Policy and Directors' Remuneration Report) Regulations 2019. Shareholders are therefore being requested to vote on the receipt and approval of the Directors' remuneration report (excluding the Directors' remuneration policy), as set out on pages 77 to 88 of the annual report.

*Resolution 14 – To authorise the Directors to allot ordinary shares*

Resolution 14 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 £27,144 in nominal value (representing approximately one third of the issued share capital of the Company as at the date of this document). In addition and in line with the Investment Association guidance on Share Capital Management, the resolution will, if passed, also authorise the directors to allot further shares in the Company up to a maximum nominal amount of £27,144 (representing approximately a further one third of the issued share capital of the Company as at the date of this document) in connection with a fully pre-emptive rights issue, open offer or otherwise. The authority will be effective until the conclusion of the next AGM of the Company to be held in 2026 or, if earlier, the date falling 15 months after the date of the Resolution.

Shareholders should also note that this allotment authority is taken on the basis of one third of the total issued ordinary share capital as at the date of this notice. If the current buy-back programme is successfully implemented, the issued ordinary share capital will be reduced and there will be a corresponding reduction of the number of ordinary shares representing one third of the issued ordinary share capital. In view of this, the Board intends to restrict its use of the AGM allotment authority to allotments of ordinary shares representing a maximum of one third of the issued ordinary share capital as it is immediately after completion of buy-backs pursuant to the buy-back programme. The Board would then expect to seek a new authority from Shareholders to allot ordinary shares at the AGM to be held in 2026.

### **Special Resolutions (15 to 18)**

*Resolutions 15 and 16 – To authorise the Directors to disapply pre-emption*

Resolution 15 is a special resolution which seeks to renew the Directors' power to allot shares or grant rights to subscribe for, or convert securities into, shares or sell treasury shares where they propose to do so for cash (other than pursuant to an employee share scheme) otherwise than to existing shareholders pro rata to their holdings (i.e. non pre-emptively), as permitted by the Articles. The power will be limited to: (i) the allotment of shares for cash in connection with a rights issue, open offer or otherwise, to allow the Directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders; (ii) the allotment of shares and treasury shares for cash up to an aggregate nominal value of £8,143 (being equal to approximately 10% of the issued share capital as at the date of this document); and (iii) a further authority of up to an aggregate nominal amount equal to 20% of any allotments or sales under Resolution 15(b) to be used only for the purposes of making a follow-on offer of the kind contemplated by paragraphs 3 of Section 2B of the Pre-Emption Group Statement of Principles. (the "**Pre-emption Principles**").

Resolution 16 is a special resolution which seeks to give the Directors power to make non-pre-emptive issues of ordinary shares in connection with acquisitions and other capital investments as contemplated

by the Pre-emption Principles. This power is intended to give the Directors flexibility in managing the Company's capital resources and is in addition to that proposed by Resolution 15. It would be limited to allotments or sales of shares and treasury shares for cash up to: (i) an aggregate nominal value of £8,143 (being equal to approximately 10% of the issued share capital as at the date of this document); and (ii) a further authority of up to an aggregate nominal amount equal to 20% of any allotments or sales under Resolution 16(a) to be used only for the purposes of making a follow-on offer of a kind contemplated by paragraph 3 of Section 2B of the Pre-emption Principles.

The authorities set out in Resolutions 15 and 16 will be effective until the conclusion of the next AGM of the Company to be held in 2026 or, if earlier, the date falling 15 months after the date of the Resolution.

Shareholders should also note that these authorities are taken on the basis of 10% and 20% respectively of the total issued ordinary share capital as at the date of this notice. If the current buy-back programme is successfully implemented, the issued ordinary share capital will be reduced and there will be a corresponding reduction of the number of ordinary shares representing 10% and 20% respectively of the issued ordinary share capital. In view of this, the Board intends to restrict its use of the AGM disapplication of pre-emption rights authorities to allotments of ordinary shares representing a maximum of 10% and 20% respectively of the issued ordinary share capital as it is immediately after completion of buy-backs pursuant to the buy-back programme. The Board would then expect to seek a new authority from Shareholders to disapply pre-emption rights at the AGM to be held in 2026.

*Resolution 17 – To approve the purchase of the Company's own shares*

At the AGM held on 23 April 2024, the Company was authorised to purchase up to 84,502,770 of its own shares (being 10% of the Company's issued ordinary share capital at the date of the notice of that meeting). The Company has subsequently undertaken three buy-back programmes pursuant to which the Company's issued share capital has reduced.

Resolution 17, a special resolution, will renew the Company's authority to make market purchases of up to 81,433,474 ordinary shares (being 10% of the Company's total issued ordinary share capital as at the date of this notice), either for cancellation or for placing into treasury at the determination of the Directors. Purchases of ordinary shares will be made within the guidelines established from time to time by the Board. Any purchase of ordinary shares would be made only out of the available cash resources of the Company. The maximum price which may be paid for an ordinary share shall be an amount equal to 105% of the average of the middle market quotations on the London Stock Exchange plc for the ordinary shares for the five business days immediately preceding the date of purchase. The minimum price which may be paid is £0.0001 per ordinary share.

The Directors will consider repurchasing ordinary shares in the market if they believe it to be in shareholders' interests as a whole and as a means of correcting any imbalance between the supply of and demand for the ordinary shares. The authority will be effective until the conclusion of the next AGM of the Company to be held in 2026 or, if earlier, the date falling 15 months after the date of the Resolution.

Shareholders should also note that this buy-back authority is taken on the basis of 10% of the total issued ordinary share capital as at the date of this notice. If the current buy-back programme is successfully implemented, the issued ordinary share capital will be reduced and there will be a corresponding reduction of the number of ordinary shares representing 10% of the issued ordinary share capital. In view of this, the Board intends to restrict its use of the AGM buy-back authority to market purchases of ordinary shares representing a maximum of 10% of the issued ordinary share capital as it is immediately after completion of buy-backs pursuant to the buy-back programme. The Board would then expect to seek a new authority from Shareholders to make market purchases of ordinary shares at the AGM held to be held in 2026.

*Resolution 18 – To approve the adoption of new articles*

In connection with the Company's Admission, the Company proposes to amend its existing articles of association at this year's AGM by adopting the amended articles of association (the "**Amended Articles**") to ensure that it is compliant with the UKLRs (and other rules applicable to a Main Market listed company) upon its Main Market listing taking effect.



The UKLRs require Main Market listed companies with a controlling shareholder to have in place a constitution that allows the election and re-election of independent directors in accordance with the dual voting structure set out in UKLR 6.2.8 and UKLR 6.2.9. This structure requires both the shareholders as a whole and the independent shareholders to approve the appointment of an independent director and, if these votes conflict, a further vote is permitted to take place on a timetable prescribed by the UKLRs.

A “controlling shareholder” is a person who individually or together with any of their concert parties exercises or controls 30% or more of the votes able to be cast at a company’s general meeting. Michael Danson, the Company’s CEO, is therefore classed as a controlling shareholder.

Accordingly, it is proposed that the existing articles of association of the Company be amended and replaced by the Amended Articles to reflect the following changes required by the UKLRs:

- A new article 83 – Election of independent directors – which requires the Company, when it has a controlling shareholder, to comply with the UKLRs.
- Certain new definitions and consequential amendments to address the Company’s transition from trading on AIM to listing on the Main Market.

A full copy of the Amended Articles will be available for inspection at this year’s AGM for 15 minutes before the start of the meeting until its conclusion. In addition, a marked-up version of the Amended Articles will be available on the Company’s website at <https://investors.globaldata.com/shareholder-centre/agm-information/>.

### **Action to be taken**

If you would like to vote on the resolutions to be proposed at the AGM but cannot or do not wish to attend the AGM, you should appoint a proxy via <https://uk.investorcentre.mpms.mufg.com/> by following the instructions on that website, or if you hold your shares in CREST, via the CREST system. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io).

In order to reduce the Company’s environmental impact, you will not receive a hard copy form of proxy for the 2025 AGM in the post automatically. Instead, you will be able to appoint a proxy electronically at <https://uk.investorcentre.mpms.mufg.com/>. Details of how to appoint a proxy in this way are set out in note 9 of the Notice of AGM. Alternatively, you may request a hard copy form of proxy directly from our Registrar, MUFG Corporate Markets. Details of how to request, and complete, a hard copy form of proxy are set out in Note 8 of the Notice of AGM.

All proxy instructions must be received by the Registrars by no later than 10.00 a.m. on 25 April 2025.

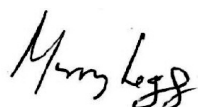
If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy.

### **Recommendation**

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

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

Yours faithfully,



**Murray Legg**  
Chair

# NOTICE OF ANNUAL GENERAL MEETING

## GLOBALDATA PLC

*(incorporated and registered in England and Wales with  
company registration number 03925319)*

Notice is hereby given that the annual general meeting of GlobalData Plc (the “**Company**”) will be held at John Carpenter House, 7 Carmelite Street, London, EC4Y 0BS on 29 April 2025 at 10.00 a.m. to consider the following matters and, if thought fit, to pass the following resolutions, of which resolutions 15, 16, 17 and 18 will be proposed as special resolutions and the remainder will be proposed as ordinary resolutions:

1. To receive the directors’ report and accounts for the financial year ended 31 December 2024 and the auditors’ report on the accounts.
2. To declare a final dividend of 1 pence per ordinary share in respect of the year ended 31 December 2024, payable on 2 May 2025 to ordinary shareholders whose names appear in the register of members at close of business on 21 March 2025.
3. 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.
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 Catherine Birkett 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.
10. To re-appoint Julien Decot 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.
11. To re-appoint Deloitte LLP as the auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.
12. To authorise the Audit Committee to determine the remuneration of the auditors.
13. To receive and approve the Directors’ remuneration report (excluding the Directors’ remuneration policy) contained on pages 77 to 88 of the Company’s report and accounts for the year ended 31 December 2024.
14. 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 £27,144 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the earlier of 29 July 2026 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 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, record dates 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 £27,144 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the earlier of 29 July 2026 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.
15. THAT, subject to the passing of Resolution 14, 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 14 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 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;
  - b) the allotment (other than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £8,143; and
  - c) the allotment of equity securities (otherwise than pursuant to sub-paragraph (a) or (b) above) up to an aggregate nominal amount equal to 20 per cent of any allotment of equity securities from time to time under paragraph (b) above, such power to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

This power shall expire on the earlier of 29 July 2026 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.

This power also applies in relation to a sale of treasury shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this Resolution the words 'subject to the passing of Resolution 14 above and' and 'pursuant to the authority conferred by Resolution 14 above' were omitted.

16. THAT, subject to the passing of Resolution 14 and in addition to any power given pursuant to Resolution 15, 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 14 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 up to an aggregate nominal amount of £8,143, such power to be used only for the purposes of financing (or refinancing, if the power is to be



used within 12 months after the original transaction) a transaction which the directors determine to be an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and

- b) the allotment of equity securities (otherwise than pursuant to sub-paragraph (a) above) up to an aggregate nominal amount equal to 20 per cent of any allotment of equity securities from time to time under paragraph (a) above, such power to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

This power shall expire on the earlier of 29 July 2026 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.

This power also applies in relation to a sale of treasury shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this Resolution the words 'subject to the passing of Resolution 14 above and' and 'pursuant to the authority conferred by Resolution 14 above' were omitted.

- 17. 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 81,433,474;
  - b) the minimum price which may be paid for any such ordinary share is £0.0001;
  - 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 29 July 2026 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.
- 18. THAT the articles of association produced to the meeting and initialled by the Chairman for the purpose of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

By Order of the Board



**Robert (Bob) Hooper**  
*Company Secretary*

2 April 2025

Registered Office:

John Carpenter House  
John Carpenter Street  
London  
EC4Y 0AN

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

### **Attendance**

1. If you wish to attend the Meeting in person, you should arrive at the venue in good time to allow your attendance to be registered. Please bring some form of identification. 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 25 April 2025 (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 entries on the register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting. A member present in person or by proxy shall have one vote on a show of hands and on a poll every member present in person or by proxy shall have one vote for every share of which he/she is the holder.
2. Any question relevant to the business of the Meeting may be asked at the meeting by anyone permitted to speak at the meeting. You may alternatively submit your question in advance by sending it, together with your name as shown on the Company's register of members, to the following email address: [cosec@globaldata.com](mailto:cosec@globaldata.com) so that it is received by no later than 10.00 a.m. on 25 April 2025. Please insert "AGM – Shareholder Questions" in the subject header box of your email. Please also see the explanatory notes at paragraph 17 below for guidance on members' rights to ask questions and when the Company will cause them to be answered.
3. Shareholders are also offered the option to participate in the Meeting remotely. If you are interested in this option, please call Courtney Taylor on 020 7936 6400 or email [cosec@globaldata.com](mailto:cosec@globaldata.com) in order to make the necessary arrangements. However, shareholders will not be able to vote at the Meeting when joining remotely. Shareholders are therefore asked to exercise their votes by submitting their proxy electronically via their Investor Centre account in advance of the meeting and to appoint the Chair of the Meeting as their proxy with their voting instructions. Submission of an electronic vote via your Investor Centre account will not preclude you from attending the Meeting and voting in person if you so wish.

### **Appointment of Proxies**

4. 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.
5. 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 Chair) and give your instructions directly to them.
6. 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.
7. 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**

8. A hard copy form of proxy has not been sent to you but you can request one directly from the registrars, through MUFG Corporate Markets' general helpline team on Tel: 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Alternatively, you can request a hard copy form of proxy via email at [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com) or via postal address at MUFG Corporate Markets, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by

an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form. For the purposes of determining the time for delivery of proxies, no account has been taken of any part of a day that is not a working day.

### Appointment of a Proxy Online

9. You may submit your proxy electronically using the Investor Centre at <https://uk.investorcentre.mpms.mufig.com/> or via the Investor Centre app (see below). 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 their share certificate. If you need help with voting online, please contact our Registrar, through MUFG Corporate Markets’ portal team on 0371 664 0391. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales or via email at [shareholderenquiries@cm.mpms.mufig.com](mailto:shareholderenquiries@cm.mpms.mufig.com). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Investor Centre is a free app for smartphone and tablet provided by MUFG Corporate Markets (the Company’s Registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.



Download on the  
App Store



GET IT ON  
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### Appointment of Proxies through Proximity

10. **Proximity Voting** – if you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by 10.00 a.m. on 25 April 2025 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity’s associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

### Appointment of Proxies through CREST

11. 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. 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 & International Limited’s (EMX) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer’s agent (ID: RA10) by 10.00 a.m. on 25 April 2025. 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 EMX 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**

12. 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**

13. 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 MUFG Corporate Markets as per the communication methods shown in note 9. 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**

14. 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 MUFG Corporate Markets, at the address shown in note 9. 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 MUFG Corporate Markets 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**

15. 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**

16. As at 1 April 2025 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 814,334,740 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 1 April 2025 are 814,334,740.

### **Questions at the Meeting**

17. 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**

18. 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**

19. Copies of the letters of appointment of the Directors 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.

A copy of the Company's proposed new articles of association will be available for inspection at this year's Meeting for 15 minutes before the start of the Meeting until its conclusion. In addition, a marked-up version of the proposed new articles of association will be available on the Company's website at <https://investors.globaldata.com/shareholder-centre/agm-information/>.

### **Website Availability**

20. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at [www.globaldata.com](http://www.globaldata.com).



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