

GLOBALWORTH REAL ESTATE INVESTMENTS LIMITED

A Guernsey incorporated company, registration No. 56250

Registered Office and place of business:-

Ground Floor, Dorey Court, Admiral Park, St Peter Port, Guernsey GY1 2HT
TEL: 01481 702400 FAX: 01481 702407 E-mail: fundservicesgsy@jtcgroup.com

30 April 2018

Dear Shareholder

Globalworth Real Estate Investments Limited (the “Company”) Annual Report and Accounts (the “Annual Report”) and Annual General Meeting (the “AGM”)

We are pleased to send you the Annual Report and the notice of the Company’s AGM, which is to be held at the registered office of the Company, Ground Floor, Dorey Court, Admiral Park, St Peter Port, Guernsey GY1 2HT at 10.00 a.m. on Tuesday, 12 June, 2018.

We are writing to give shareholders details of the resolutions that are to be put to shareholders at the AGM and to confirm that your Board believes that the proposals are in the best interests of the Company and shareholders as a whole and recommends that you vote in favour of the resolutions at the AGM.

You will see from the enclosed notice of the AGM that eleven resolutions are to be considered.

Ordinary Resolution 1 – To receive the 2017 Annual Report

The Directors of the Company must lay before the Company at its AGM the 2017 Annual Report.

The 2017 Annual Report was posted to shareholders in mid April, and is also available via the Company’s website (www.globalworth.com/investor-relations/financial-reports-and-presentation) or contact ir@globalworth.com / +44 20 3026 4027) for an additional copy.

Ordinary Resolution 2 – To re appoint Ernst & Young LLP as auditor of the Company

The Company is required to appoint an auditor at each general meeting at which accounts are laid before the Company, to hold office until the conclusion of the next such meeting.

The Board has reviewed the effectiveness, independence and objectivity of the external auditor, Ernst & Young LLP, and now propose their reappointment as auditor of the Company.

Ordinary Resolution 3 – To authorise the Directors to agree the auditor’s remuneration

This resolution authorises the Directors, in accordance with standard practice, to fix the remuneration of the auditor. In practice, the Audit Committee will consider the audit fees for recommendation to the Board.

Ordinary Resolution 4 – Re election of Mr Geoffrey Miller

Mr Miller, a non-executive director, retires and makes himself available for re election by shareholders as a non-executive director in accordance with Article 20.3 of the Company’s Articles of Incorporation (the “Articles”). A biography for Mr Miller can be found in the 2017 Annual Report.

Ordinary Resolution 5 – Re election of Mr John Whittle

Mr Whittle, a non executive director, retires and makes himself available for re election by shareholders as a non executive director in accordance with Article 20.3 of the Articles. A biography for Mr Whittle can be found in the 2017 Annual Report.

Ordinary Resolution 6 – Re election of Mr Eli Alroy

Mr Alroy, a non executive director, retires and makes himself available for re election by shareholders as a non executive director in accordance with Article 20.3 of the Articles. A biography for Mr Alroy can be found in the 2017 Annual Report.

Ordinary Resolution 7 – Re election of Ms Andreea Petreanu

Ms Petreanu, a non executive director, retires and makes herself available for re election by shareholders as a non executive director in accordance with Article 20.3. A biography for Ms Petreanu can be found in the 2017 Annual Report.

Ordinary Resolution 8 – Authority to make market acquisitions of the Company's own shares

This resolution grants the Directors authority to make market acquisitions, in accordance with The Companies (Guernsey) Law, 2008 (as amended), of up to the lesser of 19,857,618 Ordinary Shares or such number as shall represent 14.99 per cent. of the Company's Ordinary Shares in issue on the date on which this resolution is passed. Pursuant to the terms of the authority, the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is €0.01 and the maximum price (exclusive of expenses) which may be paid for an Ordinary Share will be the higher of: (i) an amount equal to 105 per cent. of the average of the market values for an Ordinary Share taken from the Daily Official List of the London Stock Exchange for the five Business Days immediately preceding the day on which the Ordinary Share is purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Official List at the time of purchase. This authority shall expire on the earlier of 30 September, 2019 or the date of the next annual general meeting of the Company, unless previously varied, revoked or renewed, save that the Company may, prior to such expiry, enter into a contract to purchase shares under such authority and may make a purchase of shares pursuant to any such contract, notwithstanding such expiry.

Ordinary Resolution 9 – Authority to exercise an Acquisition Share Authority

Under the Articles, the Directors are generally and unconditionally authorised to exercise an Acquisition Share Authority, being an authority to issue up to 9,935,433 Shares in the Company (being such number of Shares as represents 7.5 per cent. of the Company's issued share capital immediately before the date of the notice convening the AGM, rounded down to the nearest whole number of Shares) and this authority needs to be renewed at each AGM.

Proposed Resolution 9 sets out the terms of a proposed renewal of the approval from Shareholders for the Acquisition Share Authority, provided that this authority shall expire at the conclusion of the next AGM, save that the Directors may, before such expiry, make an offer or agreement which would or might require the Acquisition Share Authority to be exercised and Shares to be issued or rights to subscribe for or to convert any securities into Shares to be granted after such expiry and the Directors may issue Shares or grant such rights under any such offer or agreement as if the authority conferred by this resolution had not expired.

Ordinary Resolution 10 – Authority to issue shares

Under the Articles, the Directors are generally and unconditionally authorised to exercise all powers of the Company to issue, grant rights to subscribe for, or to convert any securities into, shares in the Company pursuant to the Plan and otherwise to issue, grant rights to subscribe for, or to convert any securities into, such number of shares of such class in the Company during such period as shall from time to time be authorised by ordinary resolution. The authority will expire at the conclusion of the Annual General Meeting of the Company in 2019 unless the authority is varied, revoked or renewed prior to such time or at the 2019 AGM.

Proposed Resolution 10 sets out the terms of a proposed renewal of the approval from Shareholders to authorise the Directors to issue, grant rights to subscribe for, or convert any security into, shares in the Company up to a maximum aggregate of 88,314,958 Shares which represents approximately two-thirds of the Company's issued share capital as at the date of this Letter. The authority set out in proposed Resolution 10 is intended to provide the Board with authority to issue shares in the Company (or grant rights to subscribe for, or convert securities into, shares in the Company) to allow flexibility to support the Company's commercial objectives through equity finance in suitable circumstances. In addition, the resolution will permit the Directors to make an offer or agreement prior to the expiry of the authority which would or might require Shares to be

issued or rights to subscribe for or to convert any securities into Shares to be granted after such expiry and the Directors may issue Shares or grant such rights under any such offer or agreement as if the authority had not expired.

Special Resolution 11 – Disapplication of pre-emption rights

Before the Directors may issue new Shares, or rights to subscribe for, or to convert securities into, Shares (“**Equity Securities**”) for cash, the Articles require that such Equity Securities are first offered to the Shareholders in proportion to their existing holdings. The pre-emption rights under the Articles do not apply to:

- (i) the issue of Shares pursuant to the Plan;
- (ii) the issue of Shares pursuant to the exercise of any Equity Securities issued in accordance with the warrant instrument executed by the Company as a deed poll dated 24 July 2013; and
- (iii) the issue of any Shares pursuant to any scrip dividend scheme implemented by the Company in accordance with the Articles, or any pro-rata bonus issue of Shares.

The Statement of Principles issued by The Pre-Emption Group is a statement of principles to be taken into account by companies when considering the case for disapplying pre-emption rights. The Statement of Principles recommends that shareholders authorise the disapplication of pre-emption rights for issues representing no more than 5 per cent. of the issued ordinary share capital of a company in any one year and no more than an additional 5 per cent. of the issued ordinary share capital in connection with a specified acquisition or capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue, and that a company should not issue non-pre-emptively for cash equity securities that represent more than 7.5 per cent. of its issued ordinary share capital in any three-year period (subject to certain exceptions). Articles 5.2.1, 5.2.3 and 5.2.4 of the Articles permit a partial disapplication of the pre-emption rights contained in the Articles by special resolution of the Shareholders with respect to an issue of Shares:

- (i) in connection with any acquisition by the Company or any member of the Group (a) to the extent that claw-back participation is offered to Shareholders pursuant to and consistent with the Statement of Principles or (b) up to a maximum aggregate 9,935,433 Shares or, if greater, the maximum number of Shares equal to that comprised within any claw-back participation offered to existing Shareholders pursuant to and consistent with the Statement of Principles (the “Acquisition Share Authority”);
- (ii) pursuant to any employee emolument arrangements of the Company (other than the Plan), up to a maximum aggregate of 9,935,433 Shares; and
- (iii) up to a maximum aggregate of 9,935,433 Shares or, if greater, the maximum number of Shares equal to that comprised within the Acquisition Share Authority for any other purpose, in each case, during such period and subject to such variation as shall from time to time be authorised by way of special resolution of the Shareholders.

Proposed Resolution 11 authorises the Directors to issue Shares pursuant to the authority given in proposed Resolution 10 as if the pre-emption provisions of Article 5.1 of the Articles did not apply in respect of any issue of Shares referred to in Articles 5.2.1, 5.2.3 or 5.2.4, in each case up to the maximum aggregate of 9,935,433 Shares, provided that such authority will expire at the conclusion of the Annual General Meeting of the Company in 2019. In addition, the Directors may make an offer or agreement pursuant to the authority prior to the expiry of the authority which would or might require Shares to be issued or rights to subscribe for or to convert any securities into Shares to be granted after such expiry and the Directors may issue Shares or grant such rights under any such offer or agreement as if the authority had not expired.

Action to be taken

Shareholders will find enclosed with this document a Form of Proxy for use in connection with the AGM.

Shareholders, whether or not they propose to attend the AGM in person, are requested to complete, sign and return the enclosed Form of Proxy, in accordance with the instructions printed thereon, so as to be received by the registrars of the Company, Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF, but in any event so as to be received by Link Registrars not less than 48 hours before the time appointed for the meeting (excluding non-business days), being 10.00 a.m. on Friday 8 June, 2018.

Completion and return of a Form of Proxy will not preclude shareholders from attending, speaking and voting in person at the AGM, should they so wish.

Recommendation

The Directors consider the resolutions to be proposed at the AGM to be in the best interests of the Company and its shareholders as a whole.

The Directors unanimously recommend that shareholders vote in favour of the resolutions, as they intend to do so in respect of their own beneficial shareholdings of Ordinary Shares.

Yours faithfully

This document does not require a signature.

JTC Fund Solutions (Guernsey) Limited
Secretary of
Globalworth Real Estate Investments Limited

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APPENDIX 1 – DEFINITIONS

In addition to the terms defined in the Chairman’s letter, the following terms shall have the meanings set out next to them when used in this document (including the Chairman’s letter), unless the context otherwise requires:

“Acquisition Share Authority”	the authority to issue Shares in connection with any acquisition by the Company or any member of the Group (including any vendor placing to be carried out in connection with such acquisition);
“Articles”	the articles of incorporation of the Company (as amended from time to time);
“Board” or “Directors”	respectively the board of directors and the directors of the Company from time to time;
“Company”	Globalworth Real Estate Investments Limited;
“Form of Proxy”	the form of proxy for use by Shareholders in connection with the AGM;
“Group”	the Company and its subsidiaries from time to time;
“London Stock Exchange”	the London Stock Exchange Group plc;
“Plan”	the fee arrangement for Globalworth Investment Advisers Limited, the Investment Adviser, relating to the Investment Advisory Agreement as defined in the Articles;
“Shareholders”	the holders of any shares in the issued share capital of the Company from time to time; and
“Shares”	ordinary shares of no par value in the capital of the Company.

