

10 September 2021

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 provide formal notice of the Company’s AGM (“**Notice of AGM**”), which is to be held at Anson Court, La Route des Camps, St Martin, Guernsey GY4 6AD at 10.00 a.m. on 28 September 2021.

The Board is constantly monitoring the evolving coronavirus pandemic situation and takes its responsibility to safeguard the health of its shareholders, stakeholders and service providers very seriously. The Company recognises that shareholder meetings are an important part of shareholder engagement and those shareholders or individuals appointed as proxies or corporate representatives have the right to attend and engage with the Board. However, safety is of paramount importance for all individuals. Although restrictions in the Bailiwick of Guernsey have been eased, permitting gatherings to take place within the Bailiwick of Guernsey, there are still some restrictions on persons arriving into the Bailiwick of Guernsey. Any persons arriving into the Bailiwick of Guernsey are presently required to register their journey on a travel tracker. Persons who are fully vaccinated and who in the previous 14 days have only been within the Common Travel Area of the UK, Ireland, Jersey and the Isle of Man will be able to travel to Guernsey without having to self-isolate, but they must purchase a pack of five lateral flow tests for each inbound journey into the Bailiwick of Guernsey if they are an adult. Persons who are not fully vaccinated or who have travelled anywhere outside of the Common Travel Area within the last 14 days are required to self-isolate for a period of up to 14 days depending on the country from and/or through which they have travelled (subject to one or more negative COVID-19 tests). The Directors of the Company will continue to consider the latest instructions from relevant authorities in conjunction with guidance available from professional and regulatory bodies to ensure the AGM is held in accordance with its statutory requirements and with the Company’s articles of incorporation. In light of the restrictions in place, shareholders are strongly encouraged to participate by casting their votes in advance by appointing the chairman of the AGM as their proxy. Shareholders are also encouraged to use the online voting facilities, rather than requesting a paper proxy card. If this situation changes or if plans have to be revised before the date of the AGM, we will make an announcement via RNS and include details on the Company’s website at [www.globalworth.com](http://www.globalworth.com).

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 AGM that eight resolutions are to be considered. Resolutions regarding the annual re-elections of Geoff Miller, John Whittle and Andreea Petreanu are not included in this year’s Notice of AGM, and instead it is expected that they will be re-appointed by the Board following the AGM as directors for an interim period, pending confirmation of anticipated changes to Globalworth’s Board in order to reflect the Consortium’s

majority shareholding in Globalworth. By way of reminder with regard to Board appointments, the Articles require (amongst other things) there to be at least two Directors resident in Guernsey, one as nominated by Zakiono and one as nominated by Growthpoint. In addition, each of Zakiono and Growthpoint has the right to appoint one director for every 8 per cent. of the share capital it holds. Further information regarding the long-term composition of the Board will be provided in due course.

#### **Ordinary Resolution 1 – To receive the 2020 Annual Report**

The Directors of the Company must lay before the Company at its AGM the 2020 Annual Report.

The 2020 Annual Report is available via the Company's website ([www.globalworth.com/investor-relations/financial-reports-and-presentation](http://www.globalworth.com/investor-relations/financial-reports-and-presentation)). If you would like a hard copy, please email our Investor Relations team at: [ir@globalworth.com](mailto:ir@globalworth.com).

#### **Ordinary Resolution 2 – To re-appoint Ernst & Young (Cyprus) Limited 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, 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 David Maimon**

Mr Maimon, 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. A biography for Mr Maimon can be found in the 2020 Annual Report.

#### **Ordinary Resolution 5 – 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 33,216,186 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 2022 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 6 – 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 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. As at the date of the Notice of AGM, the number of Shares as represents 7.5 per cent. is 16,619,173.

Proposed Resolution 6 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 7 – Authority to issue shares**

Under the Articles, the Directors are authorised to issue, grant rights to subscribe for, or to convert any securities into, such number of Shares as shall be authorised by ordinary resolution. This authority will expire at the conclusion of this year's AGM unless it is varied, revoked or renewed.

Accordingly, proposed Resolution 7 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 up to a maximum aggregate of 147,725,979 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 7 is intended to provide the Board with authority to issue Shares (or grant rights to subscribe for, or convert securities into, Shares) pursuant to the Group remuneration policy (under the Deferred Annual Bonus Plan and the Long Term Incentive Plan), the adoption of which was announced on 13 June 2019, and to provide 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 8 – Disapplication of pre-emption rights**

Under the Articles, before the Directors may issue new Shares, or rights to subscribe for, or to convert securities into, Shares ("**Equity Securities**") for cash, such Equity Securities must first be offered to the Shareholders in proportion to their existing holdings.

These pre-emption rights do not apply to:

(i) 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

(ii) 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.

There is also a partial disapplication of the pre-emption rights under the Articles, which allows the issue of Equity Securities up to the amounts set out in the relevant Articles or such higher amounts as may be approved or varied by a special resolution of the Shareholders, in each of the following circumstances:

(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 the maximum number of Shares equal to that comprised within the Acquisition Share Authority;

(ii) pursuant to any employee emolument arrangements of the Company; and

(iii) a general disapplication for up to the maximum number of Shares equal to that comprised within the Acquisition Share Authority.

Accordingly, proposed Resolution 8 sets out the terms of a proposed renewal of the approval from Shareholders to authorise the Directors to issue Shares pursuant to the authority given in proposed Resolution 7 as if the pre-emption provisions set out in the Articles did not apply in any of the above circumstances in each case up to the maximum aggregate of 16,619,173 Shares, being the number of shares equal to that being proposed to be comprised within the Acquisition Share Authority at Resolution 6 above, provided that such authority will expire at the conclusion of the AGM of the Company in 2022.

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**

Globalworth is committed to improving efficiency wherever possible in its communications with shareholders and, as such, a paper proxy form is not enclosed with this document. As attendance at the AGM in person may not be possible due to the COVID-19 pandemic and the restrictive measures in place, Shareholders are strongly encouraged to cast their proxy vote online by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions provided or, in the case of CREST members, by using the CREST electronic proxy appointment service set out in notes 16 to 18 to the Notice of AGM, in each case so as to be received by 10 a.m. on 24 September 2021 or, in the case of adjournment, by no later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any day that is not a business day). If your online proxy vote is not received by the time mentioned above and in accordance with the instructions provided online, it will be invalid. Alternatively, a paper copy proxy form can be requested from the registrars, further details of which are set out in notes 7 and 8 to the Notice of AGM.

**Recommendation**

The Directors consider the resolutions to be proposed at the AGM are fair and reasonable and 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.**

Geoff Miller

Chairman

**Globalworth Real Estate Investments Limited**

## DEFINITIONS

In addition to the terms defined in the Chairman's letter, the following words and expressions have the meanings set out opposite them in this section when used in this document (including the Chairman's letter), unless the context otherwise requires:

<b>"Acquisition Share Authority"</b>	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);
<b>"AIM"</b>	the market of that name operated by the London Stock Exchange;
<b>"AIM Rules"</b>	the AIM Rules for Companies issued by the London Stock Exchange;
<b>"Articles"</b>	the articles of incorporation of the Company;
<b>"Board" or "Directors"</b>	the board of directors of the Company from time to time;
<b>"Company"</b>	Globalworth Real Estate Investments Limited;
<b>"Consortium"</b>	CPI Property Group S.A. and Aroundtown SA through their indirect ownership of Zakiono;
<b>"CREST Manual"</b>	the compendium of documents entitled CREST Manual issued by EUI from time to time and comprising the CREST Reference Manual, the CREST Central Counterparty Service Manual, the CREST International Manual, CREST Rules, CCSS Operations Manual and the CREST Glossary of Terms;
<b>"Group"</b>	the Company and its subsidiaries from time to time;
<b>"Growthpoint"</b>	Growthpoint Properties Limited and/or members of its group;
<b>"London Stock Exchange"</b>	the London Stock Exchange Group plc;
<b>"Resolutions"</b>	the resolutions to be proposed at the AGM and set out in the Notice of AGM which accompanies this document;
<b>"Shareholders"</b>	the holders of any shares in the issued share capital of the Company from time to time;
<b>"Shares"</b>	the ordinary shares of no par value in the capital of the Company;
<b>"Statement of Principles"</b>	the Statement of Principles on Disapplying Pre-Emption Rights most recently published by The Pre-Emption Group (a body whose members

represent UK listed companies, investors and intermediaries); and

**“Zakiono”**

Zakiono Enterprises Limited, a Cyprus incorporated entity indirectly owned by the Consortium.