

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF  
GLOBALTRANS INVESTMENT PLC (15740)  
AND RESOLUTIONS PROPOSED  
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE  
ATTENTION**

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from your stockbroker, solicitor, accountant or other independent adviser.

If you have recently sold or transferred all of your shares in GLOBALTRANS INVESTMENT PLC (15740), please send this notice and the accompanying documents as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of the shareholders of **GLOBALTRANS INVESTMENT PLC**, a public company limited by shares, registered in the Abu Dhabi Global Markets under registration number 15740 (the **Company**) will be held at Office Unit 3, Floor 6, Al Sila Tower, Abu Dhabi Global Market Square, Al Maryah Island, Abu Dhabi, UAE on 30 September 2024 at 1:00 p.m. (UAE time).

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 3 will be proposed as ordinary resolutions to consider matters connected with the acquisition by direct or indirect subsidiary of the Company, or such other person as the Company may nominate, of the global depository receipts representing ordinary shares in the Company ISIN: US37949E2046 (the **GDRs**) held in National Settlement Depository and PJSC "SPB Bank" and certain other matters as specified below and, if thought fit, pass the following resolutions:

**ORDINARY RESOLUTIONS**

**RESOLUTION 1:** to generally and unconditionally approve (and, to the extent required, authorise) the acquisition by direct or indirect subsidiary of the Company, or such other person as the Company may nominate (**Subsidiary**), of GDRs held in National Settlement Depository (**NSD**) and PJSC "SPB Bank" up to the total number of such GDRs then in issue, provided that such acquisition would be made with the price of RUB 520 per GDR (**Acquisition Price** and **Acquisition**, respectively);

**RESOLUTION 2:** to instruct and authorize the Company's directors to determine and approve such other details and parameters of the Acquisition as the directors may think fit; and

**RESOLUTION 3:** that the Company's directors, acting individually or jointly, be authorized to do all acts and things necessary to implement (or procure implementation of) the Acquisition, including but not limited to appearing before any relevant governmental authority, stock exchange, completing and filing the relevant documents, declarations, applications and statutory forms, as well as to make any and all assurances, declarations and publications necessary or desirable for the implementation of the aforementioned resolutions.

**By order of the Board of Directors of**

**GLOBALTRANS INVESTMENT PLC**



**Aleksandr Lavrentjev**  
**Company Secretary**

13 September 2024

Office address: Office Unit 3, Floor 6,  
Al Sila Tower, Abu Dhabi Global Market Square,  
Al Maryah Island, Abu Dhabi, UAE



**Notes to the notice of extraordinary general meeting of shareholders of GLOBALTRANS INVESTMENT PLC (15740):**

**Entitlement to attend and vote**

1. Only those shareholders registered in the Company's register of members at:
  - a. 1.00 pm (UAE time) on the day two days before the meeting; or
  - b. if this meeting is adjourned, at 1.00 pm (UAE time) on the day two days before the time set for the adjourned meeting,

shall be entitled to attend, speak and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

**Appointment of proxies**

2. Every member entitled to attend and vote at the above-mentioned general meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf on the condition however that such appointment must be made by a single instrument. Provided that the presence in an event of the person mentioned first on the instrument appointing a proxy shall preclude any other person mentioned therein from attending and so on. Such proxy need not be a member of the Company. To be valid, the relevant instrument appointing a proxy must be in the form attached to this notice of a general meeting and if applicable the power of attorney or other authority if any under which it is signed or a notarially certified copy of that power or authority shall be delivered at the registered office of the Company, at Office Unit 3, Floor 6, Al Sila Tower, Abu Dhabi Global Market Square, Al Maryah Island, Abu Dhabi, UAE not later than 48 hours before the time for holding the general meeting.

**Corporate representatives**

3. Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at the meeting, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

**Circulation of statement**

4. Under Article 331 of the ADGM Companies Regulations 2020 (as amended), shareholders meeting the threshold requirements set out in that Article, may require the company to circulate, to members of the company entitled to receive notice of a general meeting, a statement of not more than 1,000 words with respect to
  - a. a matter referred to in a proposed resolution to be dealt with at that meeting, or
  - b. other business to be dealt with at that meeting.

## Issued shares and total voting rights

5. As at 1:00 pm (UAE time) on 12 September 2024 (being the latest practicable date before publication of this notice), the Company's issued share capital consists of 178,318,259 ordinary shares of nominal value USD 0.10 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 1:00 pm (UAE time) on 12 September 2024 is 178,318,259 excluding treasury shares.

It is proposed that all votes on the resolutions at the extraordinary meeting of shareholders will be taken by way of a poll. On a vote by poll, every ordinary shareholder has one vote for every ordinary share held.

The Company's website will include information on the number of shares and voting rights.

## Questions at the meeting

6. We will be offering shareholders the opportunity to submit questions in advance of the meeting by sending them to [irteam@globaltrans.com](mailto:irteam@globaltrans.com). The question facility will not constitute attendance or participation on the part of the shareholder in the legal proceedings of the meeting.
7. Any shareholder attending the meeting has the right to ask questions. If multiple questions on the same topic are received in advance, the Chair may choose to provide a single answer to address shareholder queries on the same topic.
8. The Company must answer any question you ask relating to the business being dealt with at the meeting unless:
  - a. Answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information.
  - b. The answer has already been given on a website in the form of an answer to a question.
  - c. It is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

If you attend the meeting in person, you may be included in the recording of the meeting. Please note that this recording is solely for the purposes of creating a transcript of the meeting and will not be publicly available.

## Voting

9. Voting on all resolutions will be conducted by way of a poll. This is a more transparent method of voting as shareholders' votes are counted according to the number of shares registered in their names.

As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and posted on the Company's website.

Appendix 1

**Proxy Form**

**To: Globaltrans Investment Plc (the “Company”)**

**Extraordinary General Meeting**

*[NAME AND ADDRESS OF SHAREHOLDER WITH REFERENCE DETAILS]*

I/We ..... of ..... being a member/members of the Company hereby appoint ..... of ..... or failing him ..... of ..... as my/our proxy to vote for me/us or on my/our behalf at the Extraordinary General Meeting of the Company, to be held on 30 September 2024 and at any adjournment thereof.

Signed:.....

Name:.....

Date: .....

## **Notes to Form of Proxy:**

### **Form of Proxy**

1. As a member of the Company you are entitled to appoint one or more proxies to attend and vote on your behalf on the condition however that such appointment must be made by a single instrument. Provided that the presence in an event of the person mentioned first on the instrument appointing a proxy shall preclude any other person mentioned therein from attending and so on. To be valid, the relevant instrument appointing a proxy must follow the procedures set out in these notes.
2. 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.
3. The Form of Proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
4. To be valid, this Form of Proxy and if applicable the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority must be delivered at the legal address of the Company, at Office Unit 3, Floor 6, Al Sila Tower, Abu Dhabi Global Market Square, Al Maryah Island, Abu Dhabi, UAE not later than 48 hours before the time for holding the meeting.
5. In the case of a member which is a company, this 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 this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

### **Appointment**

6. A proxy need not be a member of the Company but must attend the meeting to represent you.
7. 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. If you are appointing more than one proxy, please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope.
8. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.
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. For

details of how to change your proxy instructions or revoke your proxy appointment, see below.

### **Changing proxy instructions**

10. Shareholders may change proxy instructions by submitting a new proxy appointment. Note that the deadline for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant deadline will be disregarded.
11. 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 the Company Secretary.

### **Termination of proxy appointment**

12. You may terminate a proxy instruction, but to do so you will need to inform the Company in writing by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the legal address of the Company, at Office Unit 3, Floor 6, Al Sila Tower, Abu Dhabi Global Market Square, Al Maryah Island, Abu Dhabi, UAE. In the case of a shareholder 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.
13. Revocation notice must be received by the Company Secretary at the legal address of the Company, at Office Unit 3, Floor 6, Al Sila Tower, Abu Dhabi Global Market Square, Al Maryah Island, Abu Dhabi, UAE no later than 48 hours before the time for holding the meeting.
14. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.



Office Unit 3, Floor 6, Al Sila Tower,  
Abu Dhabi Global Market Square,  
Al Maryah Island, Abu Dhabi, UAE

**STATEMENT BY DIRECTORS OF  
GLOBALTRANS INVESTMENT PLC (15740)**

13 September 2024

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

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from your stockbroker, solicitor, accountant or other independent adviser.

The STATEMENT BY DIRECTORS IS HEREBY GIVEN in connection with the respective ordinary resolutions proposed to be considered at the extraordinary general meeting of shareholders of GLOBALTRANS INVESTMENT PLC, a public company limited by shares, registered in the Abu Dhabi Global Markets (ADGM) under registration number 15740 (the **Company**) to be held on 30 September 2024 at 01.00 pm (UAE time) at Office Unit 3, Floor 6, Al Sila Tower, Abu Dhabi Global Market Square, Al Maryah Island, Abu Dhabi, UAE (**EGM**).

***Background and rationale***

By way of background, trading of global depository receipts representing ordinary shares in the Company (**GDRs**) on London Stock Exchange (**LSE**) has been suspended since 3 March 2022 with no indication of the likely resumption in the foreseeable future. Furthermore, due to the continuing foreign restrictions on Russian financial infrastructure, holders of GDRs admitted to trading on (**MOEX**) and PJSC "SPB Exchange" (**SPB Exchange**) and held in National Settlement Depository (**NSD**) and the Public Joint Stock Company "SPB Bank" (**SPB Bank**) are currently disenfranchised which results in them being unable to exercise their shareholder rights.

Having considered the above, the Company's directors (**Directors**), by way of resolutions passed at the meeting duly convened and held on 13 September 2024 (**Directors Resolution**), authorized and approved the delisting of GDRs from LSE, MOEX and SPB Exchange, as well as the admission of the GDRs to the Official List of Securities maintained by Astana International Exchange Ltd. (**AIX**) and to trading on AIX.

Unlike the investors whose GDRs are held outside of NSD and SPB Bank, following the delisting from MOEX and SPB Exchange, the investors whose GDRs were previously traded on these venues would not, upon listing on AIX being granted, be eligible to trade such GDRs on AIX due to the continuing infrastructure restrictions and, as such, would not have access to an organized trading venue.

***Proposed resolutions***

Having regard to the above circumstances, it is proposed that the EGM considers, and it thought fit passes, the following ordinary resolutions (the **Shareholders Resolutions**):



1. **Resolution 1:** to generally and unconditionally approve (and, to the extent required, authorize) the acquisition by direct or indirect subsidiary of the Company, or such other person as the Company may nominate, of GDRs held in NSD and SPB Bank up to the total number of such GDRs then in issue, provided that such acquisition would be made with the price of RUB 520 per one GDR (**Acquisition**);
2. **Resolution 2:** to instruct and authorize the Company's directors to determine and approve such other details and parameters of the Acquisition as the directors may think fit; and
3. **Resolution 3:** that the Company's directors, acting individually or jointly, be authorized to do all acts and things necessary to implement (or procure implementation of) the Acquisition, including but not limited to appearing before any relevant governmental authority, stock exchange, completing and filing the relevant documents, declarations, applications and statutory forms, as well as to make any and all assurances, declarations and publications necessary or desirable for the implementation of the aforementioned resolutions.

***Recommendation of the Directors***

Having extensively considered the circumstances pertaining to the Acquisition and the Shareholders Resolutions, it is the Directors' view that the Acquisition, in conjunction with the other matters approved by the Directors Resolution, ensures a fair treatment of the holders of GDRs whose securities are held in NSD and SPB Bank in the context of the present circumstances, serves the best interests of the Company and seeks to promote the Company's success.

In light of the above considerations, the Directors recommend the Company's shareholders to pass the Shareholders Resolutions at the EGM.

**By order of the Board of Directors of**

**GLOBALTRANS INVESTMENT PLC**

  
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**Aleksandr Lavrentjev**  
**Company Secretary**  
13 September 2024  
Office address: Office Unit 3, Floor 6,  
Al Sila Tower, Abu Dhabi Global Market Square,  
Al Maryah Island, Abu Dhabi, UAE