

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING
AND RESOLUTIONS PROPOSED**

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of the shareholders of Globaltrans Investment PLC (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 the 4th of April 2024 at 1:00 p.m. (UAE time), to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. THAT the authority of all members of the Board of Directors of the Company be terminated.
2. THAT Abdulla Belobida be appointed as an independent non-executive director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2025 with an annual gross remuneration of USD 120,000 (one hundred twenty thousand US Dollars).
3. THAT Abdultaib Bahrainwala be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2025.
4. THAT Albina Amangeldinova be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2025.
5. THAT Alexander Storozhev be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2025.
6. THAT Anton Gazizov be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2025.
7. THAT Jaafar Borhan be appointed as an independent non-executive director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2025 with an annual gross remuneration of USD 120,000 (one hundred twenty thousand US Dollars).
8. THAT Jouslin Khairallah be appointed as an independent non-executive director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2025 with an annual gross remuneration of USD 120,000 (one hundred twenty thousand US Dollars).

9. THAT Kairat Itemgenov be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2025.

10. THAT Ruslan Izatov be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2025.

11. THAT Sergey Maltsev be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2025.


12. THAT Stefan Henrich be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2025.

13. THAT Viacheslav Stanislavskiy be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2025.

14. THAT Yerzhan Niyazaliyev be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2025.

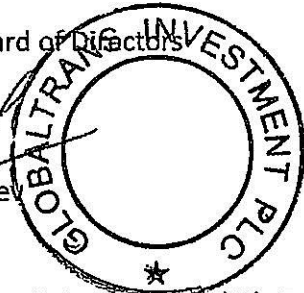
15. THAT Yousef Abu Laban be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2025.

By order of the Board of Directors


Aleksandr Laurentjev
Secretary

20 March 2024

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



Notes:

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 on the day two days before 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.
2. Every member entitled to attend and vote at the above mentioned general meeting is entitled to appoint a proxy to attend and vote on his/her behalf. 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.
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.
4. As at 1:00pm on the 4th of April 2024 (being the latest practicable date before publication of this notice), the Company's issued share capital consists of 178,318,259 shares. Each 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 1:00pm on the 4th of April 2024 is 178,318,259.
5. We will be offering shareholders the opportunity to submit questions in advance of the meeting by sending them to 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.
6. 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.
7. 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.
8. Voting on all resolutions will be conducted by way of a poll.
9. 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.

Proxy Form

To: Globaltrans Investment Plc (the "Company")

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 the 4th of April 2024 and at any adjournment thereof.

Signed:.....

Name:.....

Date:

Notes to Form of Proxy:

1. 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. A proxy need not be a member of the Company.
2. 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 extraordinary general meeting.
3. 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.
4. 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.

Brief biographies of the candidates for the proposed Board of Directors

Abdulla Belobaida

Abdulla Belobaida has a wealth of entrepreneurial experience gained in various sectors including trading, real estate and the construction industry. He is a business partner and board member of Engineering Contracting Co, a well-established contracting firm providing engineering and construction services in the UAE, as well as sitting on the board of Prime Metal Industries, a leader in the provision of steel and aluminum metalworks in the region. Mr Belobaida also manages a portfolio of properties across the UAE handling legal and compliance related issues.

Dr. Abdultaiyab Bahrainwala

Dr. Abdultaiyab Bahrainwala has more than 14 years' experience in corporate law and has advised across a wide range of areas including real estate, company formation, intellectual property, employment and commercial transactions. He is a Partner at Dubai law firm Khairallah Advocates & Legal Consultants where he heads their Corporate Department. Dr. Bahrainwala has practiced law in the United Arab Emirates for over a decade and built an excellent reputation in the legal landscape of the region.

He holds a Law Doctorate from the European University Institute in Paris, an LLM in International Business Law from National University of Singapore, and a Bachelor of Arts and Laws from The Maharaja Sayajirao University of Baroda, India.

Albina Amangeldinova

Albina Amangeldinova has more than 25 years of experience in finance, freight rail transportation and logistics and since 2011 has been Director General of DAR Company-2008, a Kazakh business focused on providing support services to the rail transportation sector. She spent more than a decade at National Company Kazakhstan Temir Zholy, a leading logistics and transportation holding company with the largest fleet of locomotives, freight and passenger railcars in Kazakhstan, holding several key positions during her time there.

Mrs Amangeldinova has a degree in Economics from the Almaty Institute of National Economy and also studied law at Kazakh Humanitarian-Legal University.

Alexander Storozhev

Mr. Storozhev has held senior management roles throughout a 20-year career in the rail industry and has been with Globaltrans since it was established. He sits on the boards of all Group subsidiaries. He graduated from the Kiev Military Academy of Aviation and Engineering in 1990 with a degree in Engineering. He holds a diploma from the MIRBIS Business School in Moscow and a Master's degree in Business Administration and Finance.

Anton Gazizov

Anton Gazizov has over 20 years of experience in the finance and banking sectors most recently with a focus on private equity, mezzanine financing and venture capital investments. Currently he serves as Portfolio Manager at AQNIET Capital, a multi-format investment company domiciled in Kazakhstan and with a portfolio of brands in retail, distribution, logistics and agriculture. He is also CEO of Sky Light Invest in the UAE, a family office. Mr Gazizov's international career comprises positions at prominent institutions such as Deutsche Bank, Goldman Sachs, and US hedge fund QVT. He holds a first-class degree in Economics from Cambridge University, an executive MBA from the London Business School, and is a Chartered Financial Analyst.

Jaafar Borhan

Jaafar Borhan Jaafar has over 13 years of experience in the fields of relationship management, investment consultancy, and government and corporate services. Since early 2023 he has been CEO of Business Hub, a corporate services provider in Abu Dhabi. Prior to that Mr Jaafar was Commercial Director – SME & Business Development for KEZAD Group (the Khalifa Economic Zone Abu Dhabi) and has held senior managerial positions at RAKEZ (the Ras Al Khaimah Economic Zone) as well as in various UAE companies such as OnTime Government Services, UAE Exchange Centre, and Emirates NBD.

He holds a Bachelor's Degree in Business Administration and Finance from Beirut Arab University.

Jouslin Khairallah

Jouslin Khairallah is a professional litigator and legal advisor having practiced law for over 18 years and is the founder and Managing Director of Khairallah Advocates and Legal Consultants, a law firm based in Dubai. Mrs Khairallah has extensive experience in both the public and private sectors and has represented large Middle East and multinational corporate entities and individuals to resolve complex and high value disputes. In 2022, she became a member of the International Association of Lawyers and is also a member of the Emirates Human Rights Association and the Dubai Business Women Council.

Mrs Khairallah holds a Bachelor of Law from Beirut Al Arabia University.

Kairat Itemgenov

Kairat Itemgenov is a successful entrepreneur and owner of AQNIET Capital, a multi-format investment company domiciled and with major business interests in Kazakhstan. Over the past 25 years he developed sizable businesses across several sectors which include (i) a leading Kazakh pharmacy chain Europharma, (ii) several hotels and lodging properties, (iii) logistics company Satti Logistics which operates its own truck and van fleets as well as (iv) KBI Energy, an experienced player in the repair and instalment of large-scale power generating equipment. In January 2024, AQNIET Capital became a key shareholder of Globaltrans.

Prior to embarking on a business development path in 2006, Mr Itemgenov practiced law for ten years. He graduated from Kazakh State National University where he majored in jurisprudence.

Ruslan Izatov

Ruslan Izatov has extensive experience in finance and accounting across business including construction, hospitality and metals. In 2023, he was named Director General of AQNIET Capital, a multi-format investment company domiciled in Kazakhstan with a portfolio of brands in retail, distribution, logistics and agriculture. He has held a number of senior financial roles and is currently Chief Financial Officer of two Kazakh companies. Mr Izatov has also worked in education as a senior lecturer in the Department of Economics at Kazakh Economic University.

Mr Izatov graduated with honors from Taraz State University where he majored in economics.

Sergey Valentinovich Maltsev

Mr. Maltsev was instrumental in the development of the freight rail market and has worked in the industry for over 30 years. He co-founded Globaltrans and served as Chief Executive Officer from 2008 until 2015, as Chairman of the Board from 2018 to the beginning of 2024 and as Chief Strategy Officer from 2017 until the beginning of 2024. Mr. Maltsev was a founding member and Chairman of the non-profit partnership "Council of Railway Operators". He has a degree in railway engineering.

Stefan Henrich

Stefan Henrich has more than 20 years' experience in finance and business law with top tier financial institutions across Europe, the Middle East and Asia. In his role as a senior investment professional, multi-jurisdictional transaction and asset management lawyer and general counsel, he obtained a deep understanding of asset and fund management, M&A, FinTech, trade finance, venture capital and capital markets across the global financial services industry.

As such, Mr Henrich serves on a number of advisory, supervisory and company boards and is approved by the Dubai Financial Services Authority (DFSA), the Financial Conduct Authority, UK (FCA) and the Monetary Authority of Singapore (MAS). He is a Member of the Bar Associations in the UK and Germany and holds a Master of Laws (LL.M.) in International Business and Finance Law from Queen Mary University of London.

Vyacheslav Stanislavsky

Mr. Stanislavsky has more than 30 years of experience in the rail industry. He joined New Forwarding Company, a Globaltrans subsidiary, as Deputy General Director for Operations and Commerce in March 2010 and became First Deputy General Director in April 2011. Prior to that, he had held various senior positions in a number of transportation companies.

Mr. Stanislavsky graduated from the Irkutsk National Research Technical University. He also has a degree in railway engineering.

Yerzhan Niyazaliyev

Yerzhan Niyazaliyev has extensive experience in management, development and consulting across the pharmaceutical, hospitality, and food and beverage sectors. An entrepreneur by background, since 2018 he has held key senior positions at AQNIET Capital, a multi-format investment company domiciled in Kazakhstan with a portfolio of brands in retail, distribution, logistics and agriculture. He first served as its CEO before moving to the Supervisory Board in 2023. Mr Niyazaliyev is also co-founder and Chairman of Pana, a company focused on the hotel, restaurant and catering industry with significant business presence in Kazakhstan as well as Russia, the USA and Turkey.

Mr Niyazaliyev graduated from M. Auezov South Kazakstan University with a Bachelor of Science degree in history and holds an LLB (Bachelor of Laws) degree from Maqsut Narikbayev University and an LLM (Master of Laws) degree from the Regional Social and Innovation University.

Yousef Abu Laban

Yousef Abu Laban is Co-founder and Managing Partner of Synergate LLC, a boutique financial services company principally focused on countries in the Gulf Cooperation Council. He has over 10 years' experience in company formation, business development and start-up advisory services. A specialist in Computer Science and Information Technology, Mr Abu Laban graduated from The World Islamic Sciences & Education University (W.I.S.E) where he majored in Computer Network Systems.