



**GLOBEOP FINANCIAL SERVICES S.A.**  
SOCIETE ANONYME  
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**This document is important and requires your immediate attention. If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional independent adviser authorized under the Financial Services and Markets Act 2000 or other applicable law.**

**CONVENING NOTICE FOR  
THE ANNUAL GENERAL MEETING  
OF SHAREHOLDERS OF  
GLOBEOP FINANCIAL SERVICES S.A. (the “Company”)**

**to be held on 27 April 2009**

**Dear Shareholders:**

You are hereby invited to attend in person or by proxy the Annual General Meeting of shareholders of the Company.

In accordance with the articles of incorporation of the Company, the Annual General Meeting of Shareholders will take place on:

**Monday, 27 April 2009 at 2:00 p.m. CET**

**At 5, Place Winston Churchill**

**L-2014 Luxembourg**

**Agenda**

for the Annual General Meeting of shareholders

- 1 Presentation of the statutory Directors' Report and the consolidated Directors' Report for the fiscal year ended 31 December 2008;
- 2 Presentation of the reports by the auditors of the Company in respect of the statutory financial statements of the Company and in respect of the consolidated financial statements of the Company and its group, for the fiscal year ended 31 December 2008;
- 3 Presentation of the report on conflicts pursuant to article 57 of the Luxembourg Company Law and the report in relation to Article 11 of the Luxembourg Law on Takeovers of 19 May 2006;
- 4 Approval of the statutory financial statements of the Company for the fiscal year ended 31 December 2008;  
The statutory financial statements submitted are for the year ending 3 December 2008.  
The Board of Directors recommends that the statutory financial statements be APPROVED.
- 5 Approval of the consolidated financial statements of the Company and its group for the fiscal year ended 31 December 2008;  
The consolidated financial statements submitted are for the year ending 3 December 2008.  
The Board of Directors recommends that the consolidated financial statements be APPROVED.
- 6 Resolution concerning the allocation of the results of the Company for the fiscal year ended December 31, 2008 and approval of distributions;  
The Company made on a stand alone basis a net profit of USD \$10,002,454. An amount equal to 5 % of such net profits is by law to be allocated to the legal reserve of the Company until such legal reserve reaches 10 % of the issued share capital of the Company. The Company has allocated \$356,446 to the legal reserve in respect of the year ended 31 December 2008.  
The Board of Directors proposes that the shareholders APPROVE, after appropriate allocation to the legal reserve, the distribution of dividends for the year ended 31 December 2008, which includes:
  - (i) an interim dividend of 1.0p per share paid on 24 May 2008 to the holders of record on 9 May 2008 (as a 2007 year end dividend),
  - (ii) an interim dividend of 0.65p per share paid on 9 October 2008 to the holders of record on 19 September 2008 (as a 2008 half year dividend), and
  - (iii) a final dividend of 1.1p per share on 28 May 2009 to the holders of record on 8 May 2009.All out of the net profits for the year ended December 31, 2008 and available reserves of the Company. In total an amount of \$3,217,028 paid during 2008 and approximately another \$1,650,000 to be paid during 2009, (both including such amounts as are required to be distributed to the holders of Beneficiary Certificates and RSUs in accordance with the Articles of the Company). The balance of the net profits shall be allocated to the carry forward.
- 7 Discharge (quitus) to all the directors of the Company who have been in office during the fiscal year ended 31 December 2008;  
The Board of Directors recommends that the shareholders APPROVE granting discharge to all the Directors.

- 8 Authorization of the Company, or any wholly-owned subsidiary, to from time to time purchase, acquire or receive shares in the Company up to 10% of the issued share capital from time to time, over the stock exchange or in privately negotiated transactions or otherwise, and in the case of acquisitions for value, at a purchase price being (A) no less than the higher of (i) 90% of the lowest stock price over the 30 trading days preceding the date of the purchase and (ii) nominal value per share and (B) no more than (i) the higher of 5% above the average market value of the Company's shares for the 5 business days prior to the day the purchase is made and (ii) a price higher than the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is to be carried out and on such terms as shall be determined by the Board of Directors of the Company, provided such purchase is in conformity with Article 49-2 of the Luxembourg law of 10 August 1915 and with applicable laws and regulations, such authorization being granted for a period of 12 months;

This resolution is a renewal of the authority granted by shareholders for the Company to purchase its own shares granted in 2008. This authority allows the Company (or subsidiary) to acquire and hold up to 10% of its issued shares from time to time in accordance with the provisions of article 49-2 of Luxembourg company law. The resolution sets out the lowest and highest prices that the Company can pay for the shares and the authority will expire at the conclusion of the next annual general meeting in 2010. The Company currently holds 1% of its own shares in treasury.

The Board of Directors recommends that the shareholders APPROVE the resolution.

- 9 Re-appointment of Rory Brooks, for a term ending at the annual general meeting of the Company in 2012 approving the statutory accounts for the year ending 31 December 2011;

The mandate of Rory Brooks ends at the Annual General Meeting in accordance with the terms of his election. Rory Brooks stands for re-election to the Board of Directors for a term ending in 2012.

The Board recommends that the shareholders re-appoint Rory Brooks.

Clay Brendish will not be standing for re-election to the Board of Directors. It is the Board's intention to appoint Mr Edward Annunziato as Chairman of the Board of Directors. After the Annual General Meeting the Board of Directors shall consist of eight Directors.

- 10 Re-appointment of David Gelber, for a term ending at the annual general meeting of the Company in 2012 approving the statutory accounts for the year ending 31 December 2011;

The mandate of David Gelber ends at the Annual General Meeting in accordance with the terms of his election. David Gelber stands for re-election to the Board of Directors for a term ending in 2012.

The Board recommends that the shareholders re-appoint David Gelber.

Please see the note at item 9 above.

- 11 Directors' remuneration and presentation of the report on the compensation of the Chairman and the board members;

The Board of Directors proposes that the shareholders APPROVE that an annual compensation of GBP100,000 and GBP35,000 per annum be paid to the Chairman and each of the independent non-executive directors, respectively, and that an additional GBP5,000 per annum be paid to the chairman of the Audit Committee and the chairman of the Compensation Committee.

- 12 Appointment of PricewaterhouseCoopers S.à.r.l. as auditors of the Company for the period ending at the general meeting of shareholders approving the statutory financial statements of the Company for the year ending 31 December 2009; and

In accordance with the Articles of Association of the Company, the mandate of the independent auditors comes to an end at the Annual General Meeting and shareholders are asked to re-appoint PricewaterhouseCoopers S.à.r.l. as the independent auditors of the Company for a further one-year term.

The Board of Directors recommends that the shareholders APPROVE the appointment of PricewaterhouseCoopers S.à.r.l.

- 13 Authorization to the Company by the Shareholders of the new Long-Term Incentive Plan;

In this resolution the Company seeks authorization by the Shareholders of the new Long-Term Incentive Plan.

The Board of Directors recommends that the shareholders APPROVE the Long-Term Incentive Plan.

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The consolidated and unconsolidated balance sheets and profit and loss accounts of the Company for the year ended 31 December 2008 together with the reports of the auditors and of the board of directors, are available at the registered office of the Company and on the Company's website: [www.globeop.com](http://www.globeop.com).

The right to vote at the meetings is restricted to shareholders (holders of depository interests, see below). Shareholders must, therefore, be able to evidence that they are shareholders on the date of record, being 22 April 2009 as well as on the date of the Annual General Meeting in order to attend the Annual General Meeting.

Shareholders duly registered in the register of shareholders of the Company in their own name may attend the meeting in person or vote by proxy.

Shareholders, who do not want to attend the Annual General Meeting in person, may also vote by proxy. A proxy form may be obtained at the registered office of the Company, by downloading it from the Company's website or by contacting the Company by telephone on (+352) 4818283657. In the event a shareholder wishes to vote by proxy, he or she must complete and sign the proxy form and return the original to Computershare Investor Services (Channel Islands) Limited PO Box, Ordnance House, 31 Pier Road, St Helier, Jersey, JE4 8PWT +44 1534 825268 F +44 1534 825315 by 2 p.m. (CET) on 23 April 2008. The proxy will only be valid if it includes the shareholder's and his or her legal representative's first name, surname, number of shares held, official address and signature as well as voting instructions. Incomplete or erroneous proxy forms or proxy forms which do not comply with the formalities described therein will not be taken into account.

In addition the Company offers to the shareholders the possibility to grant power of attorney to any of Clay Brendish, Hans Hufschmid or Martin Veilleux, any of whom may act as proxyholder, who will cast their votes according to the instructions given by the shareholders. Please note, that if the proxyholder is such a representative and if no voting instructions have been given on the proxy form no vote will be cast. Incomplete or erroneous proxy forms or proxy forms which do not comply with the formalities described therein will not be taken into account.

If you have sold your shares, please pass this notice and the enclosures to the stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

If you are a holder of depository interests ("DIs"), the shareholder of record of the Company is Computershare Company Nominees Limited (the "Custodian"). Holders on the DI register as at the record date of 22 April 2009 may obtain a form of instruction at the registered office of the Company, by downloading it from the Company's website or by contacting the Company by telephone on (+352) 4818283657. The form of instruction must be completed and returned as directed therein in order to instruct the Custodian how to vote at the meeting on the DI holder's behalf. A DI holder does not have the right to attend and vote at the meeting unless the Custodian authorises the holder to attend and vote. The DI holder must therefore either instruct the Custodian how to vote on its behalf or instruct the Custodian that it wishes to attend in order that the Custodian can provide the DI holder with the necessary authorization.

Shareholders and their representatives will be required to identify themselves at the meetings with a valid official identification document (e.g., identity-card, passport, driver's licence).

The Annual General Meeting can be validly held whatever the number of shares represented at such meeting and resolutions are approved by a simple majority of the votes cast.

On 17 March 2009, the Company had a total issued share capital of \$10,960,129.20, represented by 91,334,410 shares, each share carrying one vote (excluding the 919,331 shares held in treasury).

Sincerely yours,

**GLOBEOP FINANCIAL SERVICES S.A.**

The Board of Directors.