

GlobalCapital plc

NOTICE OF ANNUAL GENERAL MEETING 26 JUNE 2019

Dear Shareholder,

Notice is hereby given of this year's Annual General Meeting of GlobalCapital plc that will be held at **The Corinthia San Gorg Hotel Malta on 26 June 2019 at 10:00am** for the purposes of considering the following matters:

Ordinary Resolutions

1. To consider and approve the Company's annual accounts and the reports of the Directors and Auditors for the year ended 31 December 2018.
2. To appoint / elect Directors in place of those retiring.
3. To approve the amount of €400,000 as the maximum annual aggregate emoluments payable to the Directors (inclusive of any remuneration payable to those Directors employed with the Company in an executive capacity).
4. To re-appoint Ernst & Young Malta Limited as Auditors of the Company and to authorise the Directors to agree their remuneration.

By order of the Board.

A handwritten signature in blue ink, appearing to be 'C. Calleja', written over a light blue rectangular background.

Dr Clinton V. Calleja B.A. LL.M. LL.D.

Company Secretary

07 May 2019

NOTES

1. This notice is being mailed to all Members who are entered on the register of Members of the Company as at 27 May 2019 (the “Record Date”). Only those Members registered on the Record Date are entitled to receive notice of, participate, in and vote at, the Annual General Meeting.
2. A copy of this notice, the Annual Report, other documents and detailed information required to be submitted to the Annual General Meeting, including in terms of the applicable Listing Rule 12.11, are available on the Company’s website www.globalcapital.com.mt. The draft resolutions to be considered and voted upon at the Meeting are included as an integral part of this notice. The full-unabridged text of any documents submitted to the meeting shall, unless dispatched to shareholders, be available at the registered address.
3. Every Member entitled to participate in and vote at the Meeting, or his/her proxy, is entitled to ask questions at the meeting which are pertinent and related to the items on the Agenda of the Meeting and to have such questions answered by the Directors or such person/s as the Directors may delegate for that purpose, subject to listing Rules 12.24 to 12.26.
4. A Member entitled to participate in and vote at the Meeting, is entitled to appoint one person, who need not be a Member, to act as his/her proxy to attend and vote at the Meeting instead of him/her. A proxy so appointed shall have the same right as the Member appointing him/her to speak and ask questions and to demand or join in demanding a poll. A proxy holder may not transfer his proxy to another person. A proxy holder which is a legal person may, however, exercise the powers conferred upon it through a duly appointed representative.
5. Members are to complete all details required on the proxy form full, clearly and accurately. The form of proxy may be sent by electronic mail please specify your email address. If sent by email the proxy form is only valid upon confirmation of receipt by the Company Secretary’s office. If you wish to appoint a proxy other than the Chairman of the Meeting, please delete the words “*or failing him/her the Chairman of the Meeting*”, and insert, in block letter in the space provided the name, identity card number and address of your proxy who need not be a member of the Company. On a poll a Member entitled to more than one (1) vote need not, if he votes, cast all his votes in the same way. If you do not wish your proxy to use all your votes in the same way on a poll, please indicate the number of shares to be voted “*For*”, “*Against*”, or in “*Abstention*” of each resolution, instead of inserting an “**X**”, in the appropriate box.
6. A person whose details are entered in the register of Members in respect of shares which s/he is holding for and on behalf of third party beneficiaries, is entitled to appoint each of such third party beneficiaries or any third party designated by any of them as proxy having the rights referred to in note 4 above. A person whose details are entered in the register of Members in respect of shares which s/he is holding for and on behalf of third party beneficiaries is also entitled to cast votes attaching to some of the shares differently from the others.
7. The written instrument appointing or removing a proxy and 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 notified to the Company at the registered office of the Company at GlobalCapital p.l.c., Testaferrata Street, Ta’ Xbiex XBX 1403, Malta or sent by electronic mail to companysecretary@globalcapital.com.mt, not less than forty-eight (48) hours before

the time appointed for holding the Annual General Meeting and in default the instrument appointing or removing a proxy shall not be treated as valid.

8. A proxy holder is required, prior to the Meeting, to disclose to the Member appointing him any facts of which he is aware and which might be relevant for that Member in assessing any risk that the proxy holder might pursue any interest other than the interest of such Member (including, without limitation, whether the proxy holder is: (i) a controlling shareholder of the Company or an entity controlled by such shareholder (a “Controlling Shareholder”); (ii) a Director of the Company or of a Controlling Shareholder; (iii) an employee or an auditor of the Company or of a Controlling Shareholder; and/or (iv) a person having a family relationship with a natural person referred to in (i) – (iii) above). A proxy holder is required to keep a record of any instructions given by the Member appointing him/her for at least five (5) years and to confirm upon a request of the appointing Member that those voting instructions have been complied with.
9. When a Member is a legal person only the representative duly authorised by a resolution of its directors or other governing body shall be entitled to participate and vote at the Meeting.
10. A Member who is a minor, may be represented at the Meeting by his/her legal guardian.
11. A request to put items on the agenda of the general meeting or to table a draft resolution for items included in the agenda of the general meeting referred to in Listing Rule 12.14 shall be submitted to the Company Secretary in hard copy form or in electronic form in companysecretary@globalcapital.com.mt
12. In order to be admitted to the Meeting, a Member or his/her representative is to present the Admission Card enclosed with this document, together with his/her identity card.
13. Admittance to the Meeting will commence at 09:30 a.m. with the official Meeting commencing at 10:00 a.m. Issue of voting documents to Members and/or their proxies will cease at 10:30 a.m.
14. In case of difficulties or queries, Members are requested to contact the office of the Company Secretary on telephone number +356 21342342. Questions may also be directed to the Company Secretary by post or by electronic mail to companysecretary@globalcapital.com.mt.