GlobalCapital plc
Form of Proxy

EXTRAORDINARY GENERAL MEETING
22 JULY 2016

Special Business **EXTRAORDINARY RESOLUTION**	*For*	*Against*	*Abstention*
1. Approval to increase the authorised share capital of the Company			
ORDINARY RESOLUTION	*For*	*Against*	*Abstention*
2. Approval to increase the issued share capital of the Company			
EXTRAORDINARY RESOLUTION	*For*	*Against*	*Abstention*
3. Approval of amendments to the Memorandum and Articles of Association of the Company			

When sending this Form of Proxy by electronic mail please specify your email address. If sent by email this 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.

If this Form is executed on behalf of a Member other than an individual it must be signed under the hand of an officer or attorney of the Member duly authorised in writing.

A Member who appoints a proxy shall also be entitled to revoke such appointment. To be effective the revocation must be received by the Company Secretary, GlobalCapital p.l.c., Testaferrata Street, Ta' Xbiex XBX 1403, Malta, by hand or by post or by email at companysecretary@globalcapital.com.mt, in each case not less than 48 hours before the appointed date and time of the Extraordinary General Meeting.

Pursuant to the Articles of Association of the Company the Chairman of the board of directors of the Company shall preside as Chairman of the Meeting. The Chairman is Professor Paolo Catalfamo. In the event that you appoint the Chairman as your proxy you thereby acknowledge to be aware that the Chairman is a director of the Company and of Investar p.l.c, which holds 52.6% of the shares of the Company as of the 22 June 2016 (the 'Record Date').

Signature ..... Signed this ..... day of 2016

GlobalCapital plc

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Shareholder's details		
MSE Number:	Identity Card No.:	Number of Shares:

Extraordinary General Meeting at Mistral Suite, Marina Hotel, Corinthia Beach Resort, St. George's Bay, St. Julians STJ 3301, Malta on Friday 22 July 2016 at 10:00am.

If you attend the Extraordinary General Meeting, please bring this attendance card and your identity card with you. On arrival you should present these at one of the shareholder registration booths. If you have appointed a person other than the Chairman of the Meeting as your proxy to attend on your behalf, please tick the box below with a cross ('**X**') and sign this document before delivering it to your proxy who must also present his/her identity card at the shareholder registration booth together with this attendance card.

	Signature of Shareholder	Dated

GlobalCapital plc

NOTICE OF EXTRAORDINARY GENERAL MEETING - 22 JULY 2016

This document is important. If you are in any doubt about its contents you should consult your independent financial adviser.

NAME & SURNAME
ADDRESS 1
ADDRESS 2
ADDRESS 3

Dear Shareholder,

I am pleased to send you the Notice of the Extraordinary General Meeting of shareholders that will be held at Mistral Suite, Marina Hotel, Corinthia Beach Resort, St. George's Bay, St. Julians STJ 3301, Malta on Friday 22 July 2016 at 10:00am.

You will also find enclosed herewith an Attendance Card and a Form of Proxy together with a self addressed envelope.

If you wish to complete and return the enclosed Form of Proxy to the Company Secretary, it would be very much appreciated if you would do so in the manner described in the 'Notes' below, as soon as possible, and in any event by not less than forty-eight (48) hours before the time appointed for holding the Extraordinary General Meeting. The return of the Form of Proxy will not prevent you from attending the Extraordinary General Meeting instead of your proxy and voting in person if you wish to do so.

AGENDA

The following resolutions will be presented for the consideration of the shareholders at the Extraordinary General Meeting:

Resolution 1 (Extraordinary Resolution)

1. To delete the current text of Clause 6. 1. of the Memorandum of Association of the Company and replace it by the following text so that Clause 6. 1. will read:

6.1. The Authorised Share Capital of the Company is twenty-four million seven hundred and forty-nine thousand six hundred and twenty Euro (€24,749,620) divided into eighty-five million (85,000,000) ordinary shares of €0.291172 each.

Resolution 2 (Ordinary Resolution)

2. That the Board of Directors be authorised to issue up to a maximum amount of new Ordinary Shares not exceeding the authorised share capital of the Company and that such authorisation be valid for a maximum period of five (5) years in accordance with Article 4.1 of the Company's Articles of Association which authorisation may be renewed for further periods of a maximum of five (5) years each.

The approval of this resolution by the General Meeting shall itself entail the approval of the General Meeting for the purposes of article 6.1 of the Articles of Association of the Company as amended at the date hereof by virtue of Resolution 3 below.

Resolution 3 (Extraordinary Resolution)

3. That the text of the existing Clause 5 of the Memorandum of Association of the Company and Articles 6.1, 74, 75, 76, 77, 78, 80 and 87 of the Articles of Association of the Company set out in Appendix A under the heading "Existing Provisions" be hereby amended by the adoption and substitution of the proposed Clause 5 of the Memorandum of Association of the Company and Articles 6.1, 74, 75, 76, 77, 78, 80 and 87 of the Articles of Association set out in Appendix A under the "Proposed Provisions" which shall henceforth substitute and replace the said Existing Provisions in their entirety.

The general nature of the business to be considered at the Extraordinary General Meeting and the effect and scope of the proposed resolutions are set out in the Circular enclosed with this notice.

By order of the Board.

Dr Clinton V. Calleja B.A. LL.M. LL.D.
Company Secretary
24 June 2016

NOTES

1. This notice is being mailed to all Members who are entered on the register of Members of the Company as at 22 June 2016 (the "Record Date"). Only those Members registered on the Record Date are entitled to receive notice of, participate, in and vote at, the Extraordinary General Meeting.

2. A copy of this notice and any other documents required to be submitted to the Extraordinary General Meeting, including the resolutions proposed to be adopted at the Extraordinary General Meeting, 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.

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.

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. 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.

6. 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 Extraordinary General Meeting and in default the instrument appointing or removing a proxy shall not be treated as valid.

7. 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).

8. 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. 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.

12. Admittance to the Meeting will commence at 9.30am with the official Meeting commencing at 10.00am. Issue of voting documents to Members and/or their proxies will cease at 10.30am.

13. In case of difficulties or queries, Members are requested to contact the office of the Company Secretary on telephone number (00356) 21472700. Questions may also be directed to the Company Secretary by post or by electronic mail to companysecretary@globalcapital.com.mt.

GlobalCapital plc
Form of Proxy

EXTRAORDINARY GENERAL MEETING
22 JULY 2016

To be valid this Form of Proxy must be received by the Company Secretary, GlobalCapital p.l.c., Testaferrata Street, Ta' Xbiex XBX 1403, Malta, by hand or by post using the enclosed self-addressed envelope or by email at companysecretary@globalcapital.com.mt, in each case not less than 48 hours before the appointed date and time of the Extraordinary General Meeting.

Shareholder's details

MSE Number:	Identity Card No.:	Number of Shares:

I/We the undersigned, ... ID Card Number .....

Email address .....
being a Member/s of GlobalCapital p.l.c. (the "Company"), hereby appoint/s:

Name ..... ID Card Number .....

of (residential address) .....

.....

or failing him/her the Chairman of the Meeting, as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company, to be held on the twenty second (22nd) day of July 2016 at 10:00am, and at any adjournment thereof.

Please insert an **X** using black ink in the appropriate box to indicate how you wish your proxy to vote . If no indication is provided as to how the proxy shall vote, the proxy will vote as s/he thinks fit.

EXTRAORDINARY GENERAL MEETING

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