

COMPANY ANNOUNCEMENT

The following is a Company Announcement issued by GlobalCapital plc ("the Company") pursuant to the Listing Rules issued by the Listing Authority.

Quote

As announced by virtue of the Company Announcement dated 07 September 2020, the Annual General Meeting ("AGM") of the Company will be held remotely on Friday, 09 October 2020 at 1500hrs.

The AGM shall be considering the following resolutions:

Ordinary Resolutions – Ordinary Business

1. Annual Reports and Financial Statements

To consider and approve the Company's annual accounts and the reports of the Directors and Auditors for the financial year ended 31 December 2019.

2. Election of Directors

To appoint / elect Directors in place of those retiring.

3. Emoluments of Directors

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. Appointment of Auditors

To appoint Grant Thornton Limited as Auditors of the Company and to authorise the Directors to agree their remuneration.

Ordinary Resolutions – Special Business

5. Class 2 Transaction in the context of the Group's proposed restructuring plan and IPO of GlobalCapital Life Insurance Limited

To consider and approve the disposal by the Company of at least 25% and up to 45% of the Company's shares in GlobalCapital Life Insurance Limited ("GCLI") pursuant to a (1) listing and offer for sale by the Company of GCLI's shares and (2) offer to the Company's shareholders to exchange all of their shares in the Company for shares in GCLI (in accordance with an exchange ratio that is yet to be determined); which disposal qualifies as a class 2 transaction in terms of Listing Rule 5.149.2 (the "Class 2 Transaction").

6. Remuneration Policy for the Directors of the Company

To consider and approve the Company's Remuneration Policy for the Board of Directors.

7. Authorisation to use electronic means to circulate information to the Company Shareholders

To authorise the use of electronic means to circulate certain information as permitted by the law to the Company Shareholders.

Extraordinary Resolutions – Special Business

8. Change in Name of the Company

To consider and approve a change of the Company's name to 'LifeStar Holding p.l.c.

9. Amendments to the Memorandum and Articles of Association of the Company regarding use of Electronic means to convey information

To consider and approve that the text of the current Article 83 and Article 117 of the Articles of Association of the Company regarding the use of electronic means to convey information be deleted in their entirety, and updated such that Article 83 and Article 117 of the Articles of Association of the Company will now read as follows:

83. "Notice of every meeting of the board of Directors shall be given to all Directors of the Company and, save as hereinafter provided, shall in no case be of less than three (3) days before the date appointed for the meeting. Notice of meetings of Directors shall be deemed to be duly given to a Director if it is sent to him at an e-mail address or any other address given by him to the Company for the purpose. The requirement of such notice may be waived by a decision of ALL Directors entitled to receive notice and vote at a meeting of the Directors. A Director may give his consent to such waiver of notice by way of e-mail communication or other means of readable communication."

117. "A printed or electronic copy of the profit and loss account as well as the balance sheet, including every document required by law to be annexed thereto, which are to be laid before the Company in General Meeting, together with a copy of the Auditors' report and Directors' report, shall not less than fourteen (14) days (or such longer period as may be required, from time to time under the Listing Rules, the Statutes or any rule, regulation or bye-law made thereunder) before the date of the Meetings be sent to every Member (whether or not he is entitled to receive notices of General Meetings of the Company) and to every other Person who is entitled to receive notices of General Meeting from the Company under the provisions of these Articles or the Statutes, but this Article shall not require a copy of those documents to be sent to: (i) more than one of joint holders of shares or to any Person of whose address the Company is not aware; and (ii) those Members of the Company who have been duly given notice of the General Meeting at which the Annual Accounts are to be laid, where the Company has made available to such Members an electronic copy of such Annual Accounts on its website or otherwise, and has notified such Members accordingly. The Company shall provide a printed copy of such Annual Accounts to any of its Members upon written request."

A copy of the notice, the Annual Report, other documents and information required to be submitted to the AGM in terms of the applicable Listing Rule 12.11, are available on the Company's website:

<https://www.globalcapital.com.mt/investors-relation-corporate/>

Unquote

By Order of the Board

15 September 2020