

Global Ports Holding PLC (Company)

PROXY FORM FOR 2020 ANNUAL GENERAL MEETING



I/We (name):

of (address):

Before completing this form, please read the explanatory notes below

I/We being a member of the Company appoint the Chairman of the Meeting or (see note 3 overleaf)

Name:

as my/our proxy in respect of

Number of shares:

shares (see note 4) to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on Friday, 5 June 2020 at 11.00 am (British Summer Time ("BST")) at 34 Brook Street, 3rd Floor, London W1K 5DN, United Kingdom and at any postponement or adjournment of the Meeting*.

Please tick here if this proxy appointment is one of multiple appointments being made.
For the appointment of more than one proxy please refer to note 5 overleaf.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the Meeting.

Resolutions	For	Against	Vote Withheld
1. To receive the Annual Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Mehmet Kutman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Ayşegül Bensele as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect the Rt. Hon. Peter Benjamin Mandelson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Jérôme Bernard Jean Auguste Bayle as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Ercan Nuri Ergül as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To elect Andrew Chan Stuart as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* The Company is closely monitoring the impact of Covid-19, and if it becomes necessary or appropriate to postpone, to move and/or to make alternative arrangements for holding the 2020 AGM, shareholders will be given as much notice as possible and further information will be made available on our website www.globalportsholding.com. You are therefore advised to regularly check the website for updates.

9. To reappoint KPMG LLP of 15 Canada Square, Canary Wharf, London E14 5GL, United Kingdom as the Company's auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To authorise the Audit and Risk Committee of the Board to fix the remuneration of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To give authority to allot securities up to a specified amount	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To disapply statutory pre-emption rights for an allotment of equity securities for cash, up to a nominal amount not exceeding 5% of the Company's issued ordinary share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To disapply statutory pre-emption rights for an allotment of equity securities for cash used only for the purposes of financing an acquisition or capital investment, up to a nominal amount not exceeding 5% of the Company's issued ordinary share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To give authority to make market purchases of the Company's shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To permit General Meetings on not less than 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature:	Date:
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NOTICE OF AVAILABILITY – Important: please read carefully.

You can now access the Company's 2019 Annual Report and Accounts and the Notice of 2020 Annual General Meeting ('Notice of AGM') at www.globalportsholding.com in the 'Investors' section. There are no particular software requirements to view or to download these documents other than those which are freely available.

You are advised to read the full Notice of AGM before deciding how to vote.

It is also recommended that you read the full 2019 Annual Report and Accounts.

Notes to the proxy form

Please note that, in accordance with measures put in place by the UK Government in response to the COVID-19 pandemic, shareholders or their appointed proxies (unless the proxy is the chair of the Meeting) will not be allowed to attend the 2020 Annual General Meeting in person. All of the following notes and, in particular, any reference to attendance at the 2020 Annual General Meeting, whether by a shareholder, its proxy or its corporate representative, shall be construed accordingly.

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. Further details relating to the appointment of multiple proxies are set out in note 5.
2. Appointment of a proxy does not preclude you from attending the Meeting and voting in person.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. To appoint as your proxy a person other than the Chairman of the Meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the Meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the Meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly. **Where you appoint as your proxy someone other than the chair of the Meeting, please note that they will not be permitted to enter the 2020 Annual General Meeting and will not be able to cast your vote.**
4. Please insert the number of shares to which the form of proxy applies. Where a form of proxy does not state the number of shares to which it applies (a 'blank proxy') then, subject to the principles in note 6 where more than one proxy is appointed, the proxy is deemed to have been appointed in relation to the total number of shares registered in the name of the appointing member.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. **Where you appoint as your proxy someone other than the chair of the Meeting, please note that they will not be permitted to enter the 2020 Annual General Meeting and will not be able to cast your vote.** You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy this Form of Proxy. Please indicate the proxy holder's name and the number of ordinary shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of ordinary shares held by you). Where more than one proxy is appointed and a blank proxy (see note 4) is received in respect of each appointment, then the total number of shares registered in the name of the appointing member (the 'member's entire holding') will be apportioned pro rata. Where more than one proxy is appointed and there is a conflict between a blank proxy and a form of proxy which does state the number of shares to which it applies (a 'specific proxy'), the specific proxy shall be counted first, regardless of the time it was sent or received (on the basis that, as far as possible, the conflicting forms of proxy should be judged to be in respect of different shares) and the remaining shares will be apportioned to the blank proxy (pro rata if there is more than one). Please also indicate if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope. If conflicting forms of proxy are sent or received at the same time in respect of (or deemed to be in respect of) a member's entire holding, none of them shall be treated as valid.
6. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant 'Vote withheld' box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution, but will be counted to establish if a quorum is present. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
7. To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent by post or (during normal business hours only) delivered by hand to Equiniti (the Company's Registrars) at Aspect House, Spencer Road, Lancing BN99 6DA; and
 - received by Equiniti no later than 11:00 am (BST) on 3 June 2020, excluding any part of any day that is not a working day.
8. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
9. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
10. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual which can be viewed at www.euroclear.com. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Equiniti (ID RA19) by 11:00 am (BST) on 3 June 2020, excluding any part of any day that is not a working day. See the notes to the notice of meeting for further information on proxy appointment through CREST.
11. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
12. 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. Any alteration made to this form of proxy must be initialled by the person who signs it.
13. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
14. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

