

PROXY FORM

Global Ports Holding PLC (the “Company”)



2023 Annual General Meeting

The 2023 Annual General Meeting of the Company (the ‘2023 AGM’ or the ‘Meeting’) will be held at 3rd Floor, 35 Albemarle Street, London W1S 4JD, United Kingdom on Thursday, 31 August 2023 at 11:00 am (British Summer Time (‘BST’)).

The 2023 AGM is expected to be open to shareholders and their appointed proxies who choose to attend it in person.

However, should it become necessary or appropriate for any reason to postpone, to move and/or to make alternative arrangements for holding the 2023 AGM, shareholders will be given as much notice as possible. Any change affecting the holding of the 2023 AGM will be posted on the Company’s website (www.globalportsholding.com) and announced via a Regulatory Information Service. Shareholders are advised therefore to check regularly the Company’s website for updates in relation to the Meeting. In order to minimise any uncertainty regarding attendance in person, shareholders may wish to vote on the resolutions proposed by appointing the chairperson of the 2023 AGM as their proxy.

Voting ID

Task ID

Shareholder Reference Number

NOTICE OF AVAILABILITY – Important: please read carefully.

You can now access the Company’s 2023 Annual Report and Accounts and the Notice of 2023 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 2023 Annual Report and Accounts.

To vote, please complete and return this Proxy Form. Alternatively, you can submit your vote online at www.sharevote.co.uk (see Note 8 overleaf) using the above numbers.

Before completing this form, please read the explanatory notes below

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

Name:

as my/our proxy in respect of

Number of shares:

shares (see Note 4 overleaf) to attend, speak and vote on my/our behalf at the 2023 Annual General Meeting of the Company to be held on 31 August 2023 at 11.00 am (BST) at 3rd Floor, 35 Albemarle Street, London W1S 4JD, 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 Jérôme Bernard Jean Auguste Bayle as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Ercan Nuri Ergül as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To reappoint PKF Littlejohn LLP, of 15 Westferry Circus, Canary Wharf, London E14 4HD, United Kingdom as the Company's auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. 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"/>
9. To give authority to allot securities up to specified amounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To give authority to allot securities for the purpose of capitalising amounts under the GIH Loans (as defined in the Notice of AGM)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To give authority to allot securities for the purpose of allotting shares upon the exercise of Warrants (as defined in the Notice of AGM)	<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 10% of the Company's issued ordinary share capital, and for a follow-on offer of up to 20% of the value of the placing	<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 10% of the Company's issued ordinary share capital, and for a follow-on offer of up to 20% of the value of the placing	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To disapply statutory pre-emption rights for an allotment for the purpose of capitalising amounts under the GIH Loans (as defined in the Notice of AGM)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To disapply statutory pre-emption rights for an allotment upon the exercise of Warrants (as defined in the Notice of AGM)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To give authority to make market purchases of the Company's shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To permit General Meetings on not less than 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature:

Date:

* The 2023 AGM is expected to be open to shareholders and their appointed proxies who choose to attend it in person. However, should it become necessary or appropriate for any reason to postpone, to move and/or to make alternative arrangements for holding the 2023 AGM, shareholders will be given as much notice as possible. Any change affecting the holding of the 2023 AGM will be posted on the Company's website (www.globalportsholding.com) and announced via a Regulatory Information Service. Shareholders are advised therefore to check regularly the Company's website for updates in relation to the Meeting. In order to minimise any uncertainty regarding attendance in person, shareholders may wish to vote on the resolutions proposed by appointing the chairperson of the 2023 AGM as their proxy.

Notes to the proxy form

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 chairperson 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 chairperson of the Meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the chairperson, 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 chairperson and give them the relevant instructions directly.
4. Please insert the number of shares to which this Proxy Form applies. Where a proxy form does not state the number of shares to which it applies (a "blank proxy") then, subject to the principles in Note 5 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. 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 Proxy Form. 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 proxy form 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 proxy forms 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 proxy forms must be signed and should be returned together in the same envelope. If conflicting proxy forms 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 Proxy Form, the Proxy 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 29 August 2023, excluding any part of any day that is not a working day.
8. Shareholders who would prefer to register the appointment of their proxy electronically via the internet can do so through the Sharevote website, www.sharevote.co.uk, using the series of numbers printed under the headings Voting ID, Task ID and Shareholder Reference Number on this Proxy Form. Alternatively, shareholders who have already registered with Equiniti Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk by using their usual user ID and password. Once logged in, simply click 'view' on the 'My Investments' page, click on the link to vote and then follow the on screen instructions. Full details and instructions on these electronic proxy facilities are given on the respective websites.
9. 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 the Company's agent Equiniti (ID RA19) by 11:00 am (BST) on 29 August 2023, excluding any part of any day that is not a working day. See the notes to the Notice of AGM for further information on proxy appointment through CREST.
10. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11:00 am (BST) on 29 August 2023 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
11. 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.
12. 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.

13. 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).
14. 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.
15. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the Notice of AGM.
16. 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.