

# Global Ports Holding PLC (Company)

## PROXY FORM FOR 2021 ANNUAL GENERAL MEETING



GLOBAL PORTS  
HOLDING PLC

2021 Annual General Meeting

The 2021 Annual General Meeting of the Company (or hereinafter the 'Meeting') will be held at 34 Brook Street, 3rd Floor, London W1K 5DN, United Kingdom on Wednesday, 29 September 2021 at 11:00 am (British Summer Time ('BST')).

**At the date of this document, measures put in place by the UK Government in response to the Covid-19 pandemic, including restrictions on public gatherings and non-essential travel, have mostly been lifted. Accordingly, the 2021 Annual General Meeting is intended to be open to shareholders and their appointed proxies who choose to attend it in person. However, having regard to uncertainty about the impact of lifting restrictions and the potential that new measures restricting attendance could be put in place by the date of the Meeting, shareholders are encouraged to vote on the resolutions proposed by appointing the chairperson of the Meeting as their proxy.**

**For the same reasons, the Directors will closely monitor the situation and, if it becomes necessary or appropriate to postpone, to move and/or to make alternative arrangements for holding the 2021 Annual General Meeting, they may do so and shareholders will be given as much notice as possible. Any change affecting the holding of the Meeting will be posted on the Company's website ([www.globalportsholding.com](http://www.globalportsholding.com)) and announced to the London Stock Exchange. Shareholders are advised therefore to check regularly the Company's website for updates in relation to the Meeting and to consider carefully any UK Government advice which may be in effect.**

Voting ID

Task ID

Shareholder Reference Number

### NOTICE OF AVAILABILITY - Important: please read carefully.

You can now access the Notice of 2021 Annual General Meeting ('Notice of AGM') at [www.globalportsholding.com](http://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 2021 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](http://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 2021 Annual General Meeting of the Company to be held on 29 September 2021 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 approve the Company's remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To approve the long term incentive share plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Mehmet Kutman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Ayşegül Bensele as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Jérôme Bernard Jean Auguste Bayle as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Ercan Nuri Ergül as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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: \_\_\_\_\_

\* If the Directors determine, having regard to uncertainty about the impact of lifting Covid-19-related restrictions and the potential that new measures restricting attendance could be put in place, that it has become necessary or appropriate to postpone, to move and/or to make alternative arrangements for holding the 2021 Annual General Meeting, shareholders will be given as much notice as possible and further information will be made available on our website [www.globalportsholding.com](http://www.globalportsholding.com). You are therefore advised to regularly check the website for updates.

#### Notes to the proxy form

- 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.
- Appointment of a proxy does not preclude you from attending the Meeting and voting in person.
- 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.
- Please insert the number of shares to which this 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 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.
- 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 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.
- 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.
- 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 27 September 2021, excluding any part of any day that is not a working day.
- 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](http://www.sharevote.co.uk) using the series of numbers printed under the headings Voting ID, Task ID and Shareholder Reference Number on the 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](http://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.
- 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](http://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 27 September 2021, 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.
- 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.
- 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.
- 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).
- 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.
- For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the Notice of AGM.
- 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.