### GLOBAL YATIRIM HOLDİNG A.Ş.

## INFORMATION DOCUMENT FOR THE 2017 GENERAL ASSEMBLY MEETING DATED 27 APRIL 2018

The Annual Shareholders Meeting of our Company to discuss "the activities and financials of the year 2017" and the "Amendment of Article 6 of the Articles of Association" will be held on Friday 27 April 2018 at the Company headquarters located at R1htim Cad. No:51 Karaköy/İstanbul and will convene to discuss the following agenda items.

In accordance with the legal requirements, Consolidated Financial Statements, the Independent Auditor's Report, and the Board of Directors' Annual Report, including the Corporate Governance Compliance Report, along with the following agenda and the Information Memorandum containing the information required by Capital Markets Board regulations shall be made available to the Headquarters, Company's shareholders at Company on the corporate website at www.globalyatirim.com.tr and in the Electronic General Meeting System of the Central Registry Agency three weeks prior to the meeting pursuant to the legal period.

Shareholders may attend the meeting either physically or they may prefer to attend the meeting electronically in person or through representatives. Electronic attendance to the General Assembly meeting shall be possible with the secure electronic signatures of the shareholders or their proxies. For this reason, a shareholder willing to attend the meeting via Electronic General Assembly System should first register himself with Central Registration Agency A.Ş. (CRA) e-CRA Data Portal to enter his contact details and he should also have a secure electronic signature. A shareholder or representatives may in no event attend the General Assembly meeting electronically unless he is registered with the e-CRA Data Portal and has a secure electronic signature.

In accordance with Article 415 paragraph 4 of the Turkish Commercial Code No. 6102 and Article 30 paragraph 1 of the Capital Markets Law No. 6362, attendance and voting at the General Assembly is not conditional upon the deposit of Company shares at the Central Registry Agency. Therefore, our shareholders do not have to block their GLYHO shares in the event they would like to attend the General. However, the shareholders, who prefer to conceal the information regarding their IDs and shares in their accounts and therefore whose information is not available to our company, must consult their custodians and remove the "restriction", which keeps the information regarding their IDs and shares undisclosed to our company, until 17.00 pm on 26.04.2018 at the latest, upon their request to attend in the meeting.

Our shareholders and their representatives, who attend the meeting electronically are required to fulfill their obligations in accordance with the provisions of "Regulation Regarding the Electronic General Assembly of the Joint Stock Company" published on the Official Gazette dated 28.08.2012 and numbered 28395 and "Communiqué Regarding the Electronic General Assembly System to be applied in the General Assembly Meeting of the Joint Stock Company" published on the Official Gazette dated 29.08.2012 and numbered 28396.

Shareholders unable to attend the meeting in person, save for the rights and obligations of the ones participating electronically via the Electronic General Assembly System, shall prepare and submit the notarized proxy documents (**Annex-1**) issued in accordance with the requirements of the Capital Markets legislation on 26 April 2018 at 17:00 at the latest. A proxy document is not required from a proxy appointed electronically through the Electronic General Meeting System.

It is submitted to the shareholders with due respect.

## GLOBAL YATIRIM HOLDİNG ANONİM ŞİRKETİ ANNUAL MEETING OF SHAREHOLDERS AGENDA (27 April 2018)

- 1. Commencement and establishment of the Board of Presidency
- 2. Authorization of the Board of Presidency for the purposes of signing the minutes of the meeting
- 3. Reading out, Discussion and Approval of 2017 Activity Report prepared by the Company's Board of Directors.
- 4. Reading out the summary of 2017 Independent Audit Report prepared by the Independent Audit Company and discussion of the Report
- 5. Reading out, Discussion and Approval of the balance sheet, profit and loss statement for the year 2017; informing the shareholders regarding the non-distribution of the profit
- 6. Release of each members of the Board separately from liability with respect to their actions for the year ended 2017
- 7. Appointment of the members of the Board of Directors and determination of their term of office and remuneration of the members of the Board
- 8. Selection of the independent audit company for the audit of the financial statements and reports for the year 2018 in accordance with Article 399 of the Turkish Commercial Code and provisions of the Capital Markets Law
- 9. Information to be given to the shareholders on donations and charitable contributions made by the Company in 2017 in accordance with the regulations laid down by the Capital Markets Board and determination by the shareholders of a maximum ceiling for donations and charitable contributions to be made in 2018
- 10. Submission of information to the General Assembly with respect to security, pledge, mortgage and surety provided by the Company for the benefit of third parties in 2017 and any income and benefits derived therefrom
- 11. Informing shareholders regarding the related party transactions and other transaction conducted principles 1.3.6 of Capital Markets Board's Corporate Governance Communique
- 12. Approval of compensations paid to the Board Members and the executives of the Company in the year 2017
- 13. Informing shareholders about share buy-back transactions conducted according to the press release of the Capital Markets Board on 25.07.2017, under the authorization granted with the decision of the Board of Directors dated 01.03.2018
- 14. Review and approval of the amendment to Article 6 of the Company Articles of Association proposed by the Board of Directors, subject to the prior consent of the Capital Markets Board and the Ministry of Customs and Trade.
- 15. Granting authority to the Board Members in accordance with the Article 395 and 396 of Turkish Commercial Code
- 16. Wishes and closing of the meeting

Annex: Amendment Text of Article 6 of the Articles of Association

## GLOBAL YATIRIM HOLDİNG ANONİM ŞİRKETİ

## ARTICLES OF ASSOCIATION

CURRENT 1	REVISED TEXT			
CAPITAL and TYPE OF SHARES		CAPITAL and TYPE OF SHARES		
Article 6- The Company registered capital system as Capital Market legislation system with the permission of Board dated 30.04.1998 and	per the provisions of and entered in this of the Capital Market	<b>Article 6-</b> The Company has accepted the registered capital system as per the provisions of Capital Market legislation and entered in this system with the permission of the Capital Market Board dated 30.04.1998 and no 23/413.		
The upper limit of the regi Company is (sixhundredfiftymillionTRY) 65.000.000.000 shares each (oneKr) nominal value. Al nominative.	650.000.000,-TRY and, is divided into of which has 1 Kr	The upper limit of the registered capital of the Company is 650.000.000,-TRY (sixhundredfiftymillionTRY) and, is divided into 65.000.000.000 shares each of which has 1 Kr (oneKr) nominal value. All of the shares are nominative.		
The permission of the uregistered capital given by Board is valid for the year years).	The permission of the upper limit of the registered capital given by the Capital Market Board is valid for the years of <b>2018-2022</b> (5 years).			
Even the permitted upper limit of the registered capital has not been reached at the end of 2017, in order for the Board of Directors to take decision on increasing the capital, it is obligatory to receive authorization for a new duration in the meeting of the board of directors to be held by receiving the permission from the Capital Market Board for a previously permitted upper limit or a new upper limit amount. The duration of this authorization can be prolonged as 5 years of terms with the decision of the board of directors. In case the mentioned authorization has not been received, the Company cannot increase the capital with the decision of the board of directors.		Even the permitted upper limit of the registered capital has not been reached at the end of <b>2022</b> , in order for the Board of Directors to take decision on increasing the capital, it is obligatory to receive authorization for a new duration in the meeting of the board of directors to be held by receiving the permission from the Capital Market Board for a previously permitted upper limit or a new upper limit amount. The duration of this authorization can be prolonged as 5 years of terms with the decision of the board of directors. In case the mentioned authorization has not been received, the Company cannot increase the capital with the decision of the board of directors.		
The capital of the Company is 325.888.409,93 TL (threehundredtwentyfivemillioneighthundredeight yeightthousandfourhundredninepointnintythree Turkish Liras) and the shares representing this capital is grouped as follows.		The capital of the Company is 325.888.409,93 TL (threehundredtwentyfivemillioneighthundredeight yeightthousandfourhundredninepointnintythree Turkish Liras) and the shares representing this capital is grouped as follows.		
Group Number	Amount (Kr)	Group	Number	Amount (Kr)
A 20		A	20	20
D 1.000.000 E 1.500.000		D E	1.000.000 1.500.000	1.000.000 1.500.000
C 32.586.340.973		C	32.586.340.973	32.586.340.973
Total 32.588.840.993	32.588.840.993	Total	32.588.840.993	32.588.840.993

The Company's capital of 325.888.409,93 TL (threehundredtwentyfivemillioneighthundredeight yeightthousandfourhundredninepointnintythree Turkish Liras) has been paid in cash and in full as free of collusion.	The Company's capital of 325.888.409,93 TL (threehundredtwentyfivemillioneighthundredeight yeightthousandfourhundredninepointnintythree Turkish Liras) has been paid in cash and in full as free of collusion.		
(A), (D) and (E) group shares have privilege and (C) group shares have no privilege. The privileges of the privileged shares shall be stated in the related parts of the Prime Contract.	(A), (D) and (E) group shares have privilege and (C) group shares have no privilege. The privileges of the privileged shares shall be stated in the related parts of the Prime Contract.		
No share with new priviliges including current privileges or providing different privileges can be issued.	No share with new priviliges including current privileges or providing different privileges can be issued.		
Each share has one vote.	Each share has one vote.		
Nominative shares can be transferred via endorsement and transfer of possession. The Board of Directors cannot abstain from approving the transfer of the shares including the transferred shares as a result of the transactions implemented in the stock exchange and register in share ledger. In case of the transfer of (A) group shares, all the priviliges owned by these shares shall terminate.	Nominative shares can be transferred via endorsement and transfer of possession. The Board of Directors cannot abstain from approving the transfer of the shares including the transferred shares as a result of the transactions implemented in the stock exchange and register in share ledger. In case of the transfer of (A) group shares, all the priviliges owned by these shares shall terminate.		
For the foreign partners in the capital, the permission document has been drafted by the Republic of Turkey Prime Ministry State Planning Organisation Department of Foreign Currency dated 13.8.1991 and no 30/1388.	For the foreign partners in the capital, the permission document has been drafted by the Republic of Turkey Prime Ministry State Planning Organisation Department of Foreign Currency dated 13.8.1991 and no 30/1388.		

## ADDITIONAL EXPLANATIONS IN ACCORDANCE WITH CMB REGULATIONS

### **1.** Capital Structure and Voting Rights

Company shares are divided into four groups, Group (A), (D) and (E) shares are privileged shares and Group (C) shares have no privilidge. Privilidge shares have no privilidge on voting.

Shareholding structure and the voting rights of our shareholders are provided in the following table:

	Share Amount	Capital Ratio (%)	Voting Right Stake (%)
MEHMET KUTMAN	31.726.492,86	9,73	9,73
CENTRICUS HOLDINGS MALTA LIMITED	100.000.000	30,68	30,68
TURKCOM TURİZM ENERJİ İNŞAAT GIDA YATIRIMLARI A.Ş.	39.930.987	12,25	12,25
GLOBAL YATIRIM HOLDİNG ANONİM ŞİRKETİ	26.441.587,12	8,11	8,11
Free Float	127.789.342,95	39,21	39,21
TOTAL	325.888.409,93	100,00	100,00

## **1.** Managerial and Operational Changes in Our Company or our Subsidiaries which may Significantly Affect the Activities of our Company:

Managerial and Operational Changes in Our Company or our Subsidiaries which may Significantly Affect the Activities of our Company in 2017 as follows;

#### **Port Infrastructure Business:**

i. Global Investment Holdings' flagship company, Global Ports Holding Plc, the largest independent cruise port operator in the world, has realized its initial public offering (IPO) on London Stock Exchange in May 2017, in line with its growth strategy.

Global Ports Holding Plc received gross proceeds of GBP 58 million which will be used to develop and expand the company's Cruise business.

Having established itself with ports across the Mediterranean, Atlantic and Asia-Pacific, Global Ports Holding is now targeting the Americas and Asia as it continues to expand and diversify its geographic footprint. As the sole global cruise port consolidator, there is significant opportunity for GPH to replicate its Mediterranean network in the world's largest cruise market – the Caribbean.

ii. Global Ports Holding has opened the new state-of-the-art terminal in Lisbon Cruise Port on the 10th November 2017, following a EUR 24 million investment and two year construction process. The new terminal has been an important element of recent development in Lisbon, which was awarded 'Best City' in the 2017 Wallpaper Magazine Design Awards. The terminal itself won 'Best Rehabilitation Urban project' at the SIL Portuguese Real Estate Fair 2017. The terminal was designed by renowned Portuguese architect, João Luís Carrilho da Graça and a key consideration of the terminal design was sustainability and ensuring the smooth onward flow of tourists, to avoid congestion elsewhere in the city. The terminal is built with the idea of creating a seamless extension of the cruise ship while it is in port, providing excellent facilities for embarking and disembarking.

#### **Power Business:**

iii. In October 2017, Global Investment Holdings started power generation from biomass resources in its Aydin and Şanlıurfa power plants with a 17.2 MW total installed capacity where the company has the first mover advantage and these two biomass power plants will be subject to Renewable Energy Resources Support Mechanism (YEKDEM), selling electricity at a subsidized 13.3 dollar-cent/kWh level. Mavibayrak Enerji (Söke, Aydin) plans to further expand its capacity to 24 MW in 2018, upon the completion of necessary permissions.

In the upcoming years, Global Investment Holding targets to establish a diversified and a balanced power generation portfolio, both in terms of resource as well as geography. The company is also looking at development and/or acquisition of further renewable energy projects in a variety of regions such as Africa, Eastern Europe, and Asia and elsewhere globally by leveraging on local relationships of its Ports arm, and intends and targets to increase its current 75,5 MW installed capacity in distributed renewable power generation to 400 MW by 2020.

#### **Other Business:**

iv. In June 2017, Global Investment Holdings successfully completed a capital increase transaction where Centricus subscribed and acquired a 30.7% stake in the company. The strategic partnership with Centricus, an asset management firm backed by large global investors, is expected to ramp up Global Investment Holdings growth in Turkey as well globally. In this context, the Group will focus on its new strategy to develop regional and global enterprises only in selected core businesses, which are infrastructure (ports), clean energy and asset management.

The investment by Centricus affirms the trust in the future of Turkey and Global Investment Holdings. This TL 245 million capital injection will further accelerate Global Investment Holding's growth in Turkey as well the rest of the world as a global investor in infrastructure and energy.

- v. In its periodic review in September 2017, JCR upgraded Global Investment Holdings and its Cash Flows of Bond Issues to 'BBB+ (Trk)' on the Long Term National Local Scale and to 'A-2 (Trk)' on the Short Term National Local Scale.
- vi. In addition, Global Investment Holdings' Corporate Governance Rating was upgraded to 9.05 (out of 10.00) from 8.99 as of November 2017, indicating that the Company achieved substantial compliance with CMB's Corporate Governance Principles. Since our founding, we have remained committed to good corporate governance, which is a key component of our success.

#### 2. Information regarding demands of shareholders for placing an article on the agenda:

No request has been submitted in writing to the Global Yatırım Holding A.Ş. Investment Relations Department concerning the desire of shareholders to have an article placed on the agenda.

### ANNOUNCEMENTS PERTAINING TO THE AGENDA ARTICLES OF THE ORDINARY GENERAL ASSEMBLY MEETING AT 27 APRIL 2018

#### 1. Commencement and establishment of the Board of Presidency

Within the framework of the provisions of "Turkish Commercial Code ("TCC") no. 6102" and "the Regulation of the Ministry of Customs and Commerce regarding Principles and Procedures of General Assembly Meetings of Joint Stock Companies and Representatives of the Ministry of Customs and Commerce to be Present in these Meetings" ("Regulation" or "General Assembly Regulation"), a Chairman shall be elected to chair the General Assembly meeting.

## 2. Authorization of the Board of Presidency for the purposes of signing the minutes of the meeting

In accordance with the provisions of TCC and the Regulation, authorization to the Board of Presidency for the purposes of signing the minutes of the meeting shall be voted.

## **3.** Reading out, Discussion and Approval of 2017 Activity Report prepared by the Company's Board of Directors

In accordance with the provisions of TCC and the Regulation and Capital Markets legislation, shareholders shall be informed on that the Consolidated Financial Statements, the Independent Auditor's Report, and the Board of Directors' Annual Report, including the Corporate Governance Compliance Report, along with the following agenda and the Information Memorandum containing the information required by Capital Markets Board regulations shall be made available to the shareholders at Company Headquarters, on the Company's corporate website at www.globalyatirim.com.tr and in the Electronic General Meeting System of the Central Registry Agency three weeks prior to the meeting pursuant to the legal period and such documents shall be approved by the shareholders.

## 4. Reading out the summary of 2017 Independent Audit Report prepared by the Independent Audit Company and discussion of the Report

A summary of the Independent Auditor's Report, which is prepared according to the TCC and CMB regulations and posted three weeks prior to the General Assembly meeting at Company Headquarters, the Electronic General Assembly Portal of the CRA and www.globalyatirim.com.tr will be read aloud.

## 5. Reading out, Discussion and Approval of the balance sheet, profit and loss statement for the year 2017; informing the shareholders regarding the non-distribution of the profit

Information about our financial statements and legal statutory accounts, which, pursuant to the TCC and Capital Markets Law have been posted three weeks prior to the General Assembly meeting at our Company Headquarters and on <u>http://www.globalyatirim.com.tr/tr/</u> for review of our shareholders, shall be presented to our shareholders for their evaluation and approval.

Shareholders shall be informed that no dividend would be distributed to shareholders for the year 2017. According to the financial statements subject to uniform chart of accounts there is a net profit of TL 176.358.874,63, however according to the consolidated financial statements prepared with respect to Capital Markets legislation, there is a loss of TL 329.154.218; therefore, shareholders shall be informed accordingly.

## 6. Release of each members of the Board separately from liability with respect to their actions for the year ended 2017

Pursuant to the TCC, the release of our Board of Directors members for the activities, transactions and accounts for the year 2017 shall be submitted to the General Assembly for its approval.

## 7. Appointment of the members of the Board of Directors and determination of their term of office and remuneration of the members of the Board

In accordance with CMB regulations, the TCC and Bylaws and the principles governing the selection of Members of the Board of Directors in the Articles of Association, new members to replace Board members whose terms of office have expired accordingly shall be elected. In addition, Independent Members of the Board of Directors shall be elected in compliance with the CMB's Corporate Governance Communiqué No. II-17.1.

According to Article 11 of the Articles of Association, Company's business and management are conducted by a Board of Directors consisting of 7 members, elected in line with the TCC and CMB regulations. General Assembly may decide on the renewal of the Board of Directors even if their terms of office have not expired.

The Board of Directors, upon receipt of proposal of the Corporate Governance Committee, shall be presented to our shareholders for their evaluation and approval.

## 8. Selection of the independent audit company for the audit of the financial statements and reports for the year 2018 in accordance with Article 399 of the Turkish Commercial Code and provisions of the Capital Markets Law

In accordance with the Turkish Commercial Code and Capital Markets Board regulations, and taking into consideration the opinion of the Audit Committee and the Board of Directors resolution to have KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (KPMG) serve as the independent auditors of the Company's financial reports for the financial year 2018 and to let it conduct the other activities that fall within its purview within the context of the regulations. This decision shall be submitted to the General Assembly for ratification.

# 9. Information to be given to the shareholders on donations and charitable contributions made by the Company in 2017 in accordance with the regulations laid down by the Capital Markets Board and determination by the shareholders of a maximum ceiling for donations and charitable contributions to be made in 2018

Pursuant to Article 6 of the CMB's Communiqué on Dividends No. II-19.1, the limit of donations to be made must be determined by the General Assembly, in cases not specified in the Articles of Association, and information concerning the donations and payments made must be provided to shareholders at the General Assembly. The upper limit of donations to be made in 2017 shall be resolved by the General Assembly.

### 10. Submission of information to the General Assembly with respect to security, pledge, mortgage and surety provided by the Company for the benefit of third parties in 2017 and any income and benefits derived therefrom

Pursuant to Article 12 of the Capital Markets Board Corporate Governance Communiqué No. II-17.1, income or benefits derived by our Company and/or its Subsidiaries from collaterals, pledges, mortgages and sureties against third parties fort he year 2017 must be stipulated in a separate article of the agenda of the General Assembly.

## 11. Informing shareholders regarding the related party transactions and other transaction conducted principles 1.3.6 of Capital Markets Board's Corporate Governance Communique

Pursuant to the Capital Markets Board mandatory Corporate Governance Principle No. 1.3.6, the General Assembly shall be informed in the event that shareholders having managerial control, shareholder board members, senior management and relatives up to the second degree of blood or affinity engaged in a significant business transaction creating a conflict of interest with the Company or its subsidiaries, competed with the company in the same line of business on their own behalf or on the behalf of others, or was involved in the same business as that of the Company as unlimited partner in another company. Information about said transactions must be included as a separate article on the agenda and recorded into the minutes of the General Assembly.

To fulfill the requirements of these regulations, permission shall be sought from the shareholders at the General Assembly. In 2017, there has not been any material transaction which requires notification in accordance with Corporate Governance Principle No. 1.3.6 of the Corporate Governance Communique however, all the transaction conducted with the related parties are indicated in footnote No.6 of the financial statements dated 31.12.2017.

## 12. Approval of compensations paid to the Board Members and the executives of the Company in the year 2017

Compensations paid to the Board Members and the executives of the Company in the year 2017 shall be submitted to the General Assembly for ratification.

## 13. Informing shareholders about share buy-back transactions conducted according to the press release of the Capital Markets Board on 25.07.2017, under the authorization granted with the decision of the Board of Directors dated 01.03.2018

Shareholders shall be informed that as per the Board of Directors' resolution dated 01.03.2018 and also in line with the press releases of Capital Markets Board dated on 21.07.2016 and 25.07.2016, in order to minimize the extraordinary events in the markets, provide a healthy enviroment for creating share price in the markets and to protect the rights of our shareholders, our Company shall be able to conduct share buybacks, minimum share amount that is subject to buyback shall be 32.588.840 (10% of share capital) and determination of minumim fund amount as TL 150.000.000.

## 14. Review and approval of the amendment to Article 6 of the Company Articles of Association proposed by the Board of Directors, subject to the prior consent of the Capital Markets Board and the Ministry of Customs and Trade

The amendments proposed by the Board of Directors for Article 6 in order to extend the period of Registered Capital System shall be submitted to the General Assembly for its approval. The proposed amendments and the related Board of Directors decision is provided in Annex 2. Necessary approvals for the proposed amendments have been received from CMB and the Ministry of Customs and Trade.

## 15. Granting authority to the Board Members in accordance with the Article 395 and 396 of Turkish Commercial Code

The members of the Board of Directors can do business only with the approval of the General Assembly, as stipulated in the first subsection of Articles 395 and 396 of the TCC entitled Competition Ban and Ban on doing Business with the Company and Borrowing from the Company.

16. Wishes and closing of the meeting

#### **ANNEX-1 Form of Proxy**

### **PROXY**

### <u>GLOBAL YATIRIM HOLDİNG A.Ş.</u> <u>Rıhtım Caddesi No.51 Karaköy, Beyoğlu/İstanbul</u>

I/we hereby appoint Mehmet KUTMAN and/or Ayşegül BENSEL, as my/our representative to represent me/us and vote, submit proposals and sign documents on my/our behalf, within the framework of the instructions below, at the Annual General Assembly Meeting of Global Yatırım Holding A.Ş. scheduled for 14:00 pm on 27 April 2018 and to be held at the Company headquarters located at Rıhtım Caddesi No.51 Karaköy-İstanbul.

#### A. SCOPE OF REPRESENTATIVE AUTHORITY:

- a) With respect to the Agenda Items the Proxy is authorized to vote at its own discretion.
- b) The Proxy is authorized to vote in accordance with the instructions below (Please specify if any):
- c) The Proxy is authorized to vote in accordance with the proposals of the Company management.
- d) For the other agenda items that may come up, the Proxy is authorized to vote in accordance with the instructions below (Please specify if any) If there is no specific instruction, the representative is to vote its own discretion

## **B. DETAILS OF THE SHARES THAT ARE HELD BY THE SHAREHOLDER**

- a) Series and Group: Group C
- b) Number :-

c) Amount-Nominal Value of the Shares: Amount of 10.000.000.000 share with a Nominal value of 100.000.000,-TL

d) Information on any Privileges attached to the Shares:-

e) Bearer or Registered: Registerted

Name, Surname or Commercial Title of the Shareholder: Centricus Holdings Malta Limited

#### Address: 171, Old Bakery Street, Valetta VLT 1455, Malta

Signature:

**NOT :** (a), (b) or (c) must be circled under Section (A) and for (b) and (d) of Section (A) instructions if any are specified.