



Corporate Governance Compliance Rating Report



Global Yatırım Holding A.Ş.

24 November 2017

Validity Period : 24.11.2017-24.11.2018

LIMITATIONS

This Corporate Governance Rating Report, issued by Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. for Global Yatırım Holding Anonim Şirketi is compiled in accordance with the criteria stated in CMB's Corporate Governance Directive, no II-17.1, printed on Official Gazette dated January 3rd 2014, numbered 28871; as well as CMB's board decisions taken at Board meeting dated 01.02.2013, no 4 / 105.

The criteria, established for the companies whose shares are traded at BIST, are organized separately as First Group, Second Group and Third Group companies and investment partnerships, taking into consideration the group distinctions stated by CMB's Corporate Governance Principles in Item 2 - Article 5 of directive no II-17,1 issued on Official Gazette no 28871, dated January 3, 2014.

The Rating Report issued by Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. is based on 53 copies of documents, data and files transmitted by the concerned firm electronically, including data open to general public and examinations made by our rating experts on site.

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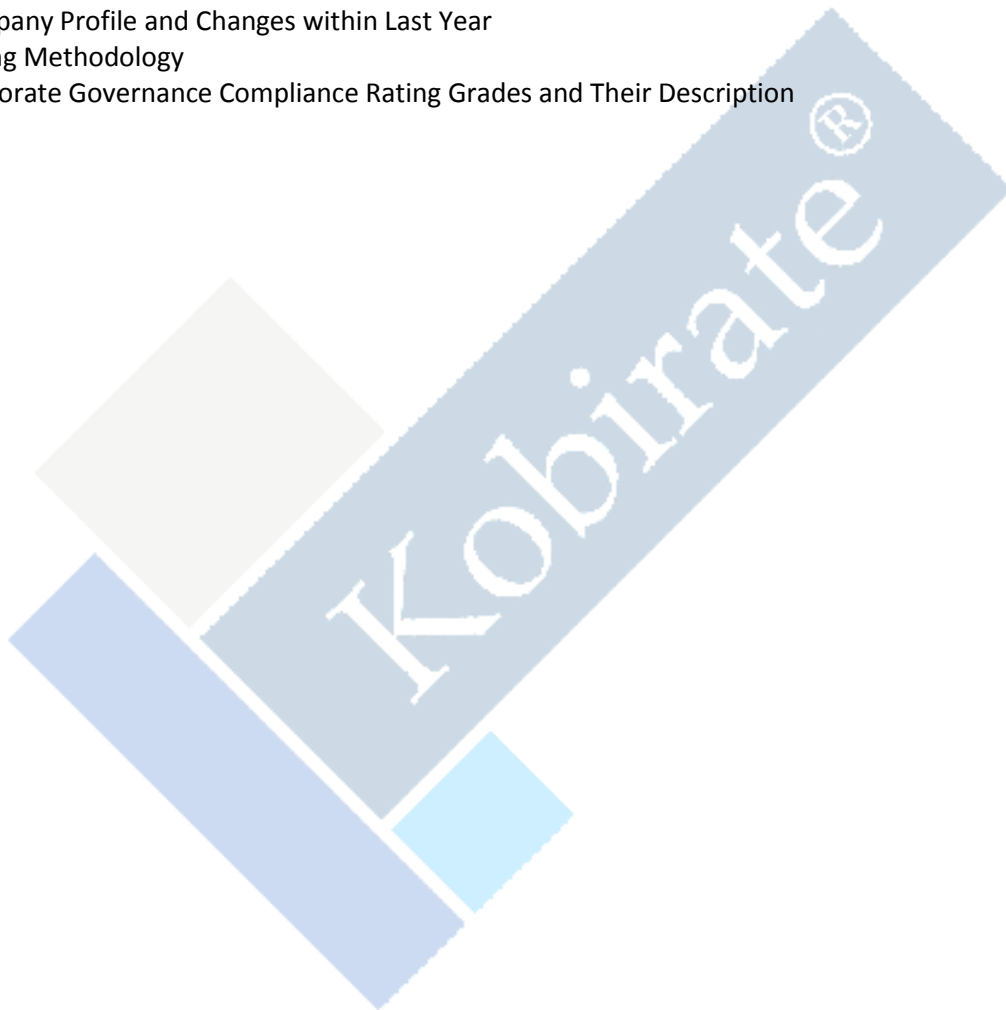
Although rating is an assessment based on numerous data, it is consequently the institutional opinion of Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. formed accordingly to the methodology disclosed.

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GLOBAL YATIRIM HOLDİNG
ANONİM ŞİRKETİ

BIST THIRD GROUP

CMB CORPORATE GOVERNANCE
PRINCIPLES COMPLIANCE GRADE

9.05

Kobirate A.Ş. Contact :

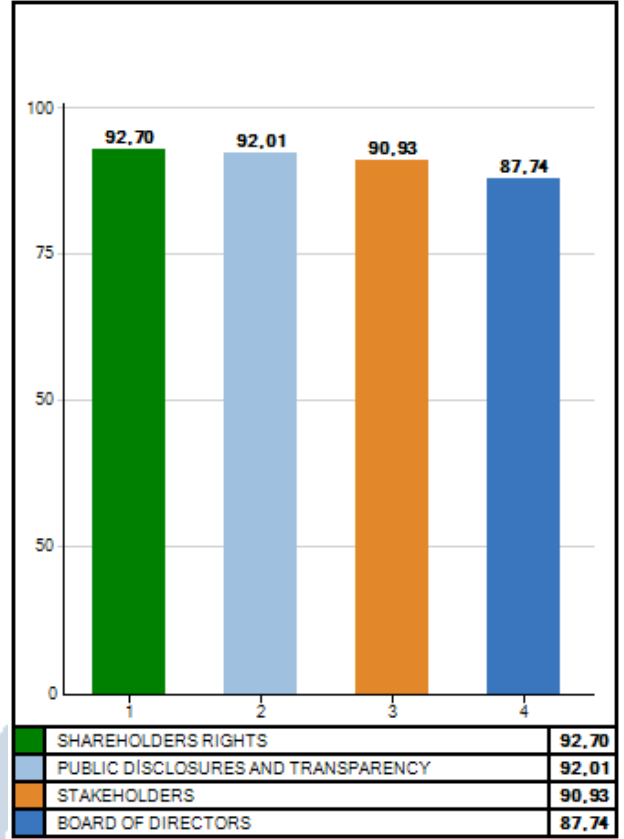
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1. FIFTH PERIOD REVISED RATING RESULT AND REASONS FOR THE GRADE

The process of rating of compliance of **GLOBAL YATIRIM HOLDİNG A.Ş.** with the Corporate Governance Principles is concluded in accordance with the Corporate Governance Compliance Rating Methodology developed by Kobirate Uluslararası Kredi Derecelendirme ve Yönetim Hizmetleri A.Ş., through onsite examinations of the documents, interviews held with executives and persons involved, and of other reviews. Rating process has been conducted according to the CMB's Corporate Governance Principles directive no II-17,1 issued on Official Gazette no 28871, dated January 3, 2014.

According to CMB Decision dated 06.01.2017 and numbered 1/23, **GLOBAL YATIRIM HOLDİNG A.Ş.** is on BIST 3rd Group Companies list. The Company has been rated by examination of 399 criteria specified in



Corporate Governance Compliance Rating Methodology developed by Kobirate Uluslararası Kredi Derecelendirme ve Yönetim Hizmetleri A.S for "BIST Third Group Companies". At the end of the rating process, which was conducted under the main headings of Shareholders, Public Disclosure and Transparency, Stakeholders and Board of Directors, revised Corporate Governance Compliance Rating Grade of **GLOBAL YATIRIM HOLDİNG A.Ş.** is determined as **9.05**.

This result signifies that **GLOBAL YATIRIM HOLDİNG A.Ş.** has largely achieved compliance with the CMB's Corporate Governance Principles. Internal control systems have been formed and although they are in need of few improvements, these controls are working. Possible risks for the company have largely been determined and

kept under control. Rights of shareholders are being treated as they should be. Public Disclosure and Transparency activities are at a good level. Rights of stakeholders are being treated fairly. The structure and mode of operation of Board of Directors are in compliance with corporate governance principles. There is need for some improvements in implementation for the sake of compliance with corporate governance principles, although it doesn't pose major risks.

At the section of **Shareholders**, it has been seen that **GLOBAL YATIRIM HOLDİNG A.Ş.** has achieved the grade of **92.70**.

Number of licensed staff working in the Investor Relations Department is over the minimum required level and department staff is encouraged to get licenses. These factors are seen as reasons for the improvement of the grade.

Investor Relations Department comprises Investor Relations Director Aslı Gülhan SU ATA (License no: 204010/700378), Investor Relations Analyst İsmail ÖZER (License No: 208800) and Investor Relations Specialist Assistant Esra GÜNDÜZ.

Director of Investor Relations Department, Aslı Gülhan SU ATA has been appointed as a member of Corporate Governance Committee with Board of Directors decision dated 17.09.2015, as required by CMB Communiqué No II.17-1. The appointment was disclosed with a Public Disclosure Platform statement on 17.09.2015.

As it was at the previous rating, it has been determined that Investor Relations Department carries out its duties as a separate unit, relations with shareholder are conducted in a healthy fashion, preparations and announcements for General Assembly are made correctly and in time, General Assembly results are disclosed to public and there is no ban on voting by proxy. As it was at the previous rating, it is determined that Investor Relations Department carries out its duties as

a separate unit, preparations and announcements for General Assembly are made correctly and in time, General Assembly results are disclosed to public and there is no ban on voting by proxy.

During the rating period, the Company held one Extraordinary General Assembly meeting on 26.12.2016 and one Ordinary General Assembly meeting on 28.04.2017 to discuss activities of 2016.

The Extraordinary General Assembly meeting, which was held on Partial Demerger with Facilitated Method, was disclosed to public, as required by the principles, on 29.11.2016 through Public Disclosure Platform (KAP) and realized at the head office of the Company 26.12.2016.

The Ordinary General Assembly meeting to discuss activities of 2016 and proposed change of Article 8 of Articles of Association took place 28.04.2017. Calls and invitations for the meeting were sent 04.04.2017. Financial statements, annual report and audit reports were all presented as an information document for the examination of shareholders, 3 weeks before the General Assembly meeting.

It has been determined that the Ordinary General Assembly meeting on 28.04.2017 to discuss 2016 activities took place within the frame of CMB's Corporate Governance principles and other legal regulations.

Investor Relations Department weekly reports its activities to the Board of Directors.

Investor Relations Department answered more than 100 written and oral questions from Shareholders in 2016.

Information Dividend Distribution can be found at the end of this report under the title of "ii-Dividend Distribution".

Detailed information on the change in the Articles of Association can be found at the end of this report under the title of "i- Changes in the Articles of Association".

The Company has achieved a grade of **92.01** in the section of **Public Disclosure and Transparency**.

New arrangements and updating at the corporate website are the reasons for improvement in the grade.

GLOBAL YATIRIM HOLDİNG A.Ş., conducts its disclosures within the scope of its Disclosure Policies, which were prepared by the Board of Directors, approved by General Assembly and disclosed to public.

Board of Directors has the authority and responsibility to monitor public disclosures and information. Director of Investor Relations Department, Group President for Financial Affairs and Finance and Chief Legal Consultant are also executives charged with implementation of Disclosure Policy.

Corporate website is used efficiently for disclosures to public and the information is updated regularly.

Although there are some omissions in the annual report, its content has sufficient information for shareholders.

The Company has achieved the grade of **90.93** in the section of **Stakeholders**.

The Corporate Governance Principles describe the Stakeholders as an individual, organization or interest group as employees, creditors, customers, suppliers, trade unions and various non-governmental organizations having an interest in attainment of company's objectives or in its operations. It has been concluded that the Company respects stakeholders' rights specified in regulations and mutual agreements. The impression is that in case of lack of any regulation, the company protects stakeholders' rights within the scope of goodwill rules and company's reputation. It has been observed that many internal regulations were prepared to this end.

Company's support for Social Responsibility Projects continues. General Assembly approved an upper limit of TRY 3,000,000 for

donations in 2017 at its 2016 ordinary meeting on 28.04.2017.

There is nothing in Company's practices in rating period that requires a grade change.

GLOBAL YATIRIM HOLDİNG A.Ş. has achieved the grade of **87.74** in the section of **Board of Directors**.

By the strategic decisions it takes, the Board manages and represents the company keeping the risk, growth and return balance with paying attention to company's long term interest in particular under a reasonable and prudent risk management approach. It is our impression that Board of Directors has a leading role in keeping communication channels open between the Company and shareholders and in solving possible disagreements.

Structure of Board of Directors is in compliance with principles. Board of Directors has 7 (seven) members. 3 (three) of them are executive and 4 (four) of them are non – executive members. 2 (two) of the non - executive members are independent. Board of Directors convenes frequent enough to implement its duties efficiently. It held 25 (twenty five) meetings in 2016 and 20 (twenty) in 2017 as of end of September. Committees formed under the Board of Directors also convene. In 2016, Corporate Governance Committee held 4 (four), Audit Committee 4 (four) and Early Detection of Risk Committee 6 (six) meetings. In 2017, as of end of September, Corporate Governance Committee held 3 (three), Audit Committee 3 (three) and Early Detection of Risk Committee 3 (three) meetings.

Information about the establishment of committees can be found on page 8, in the Company Profile Section.

There is nothing in Company's practices in rating period that requires a grade change for this section.

2. COMPANY PROFILE AND CHANGES WITHIN LAST YEAR

a. Company Profile



| | |
|------------------------------|---|
| Company Name | : Global Yatırım Holding Anonim Şirketi |
| Company Address | : Rihtım Caddesi No: 51 Karaköy 34425 İSTANBUL |
| Company Phone | : (0212) 2446000 |
| Company Facsimile | : (0212) 2446161 |
| Company Website | : www.globalyatirim.com.tr |
| Date of Incorporation | : 01/06/1990 |
| Registered Number | : İstanbul 265814 |
| Paid in Capital | : 193.500.000,00 TL |
| Line of Business | : Investment Holding |
| Company's Sector | : Port management, energy, real estate, non - banking financial services |

Company's Representatives in Charge of Rating:

Aslı Gülhan SU ATA

Investor Relations Director

İsmail ÖZER

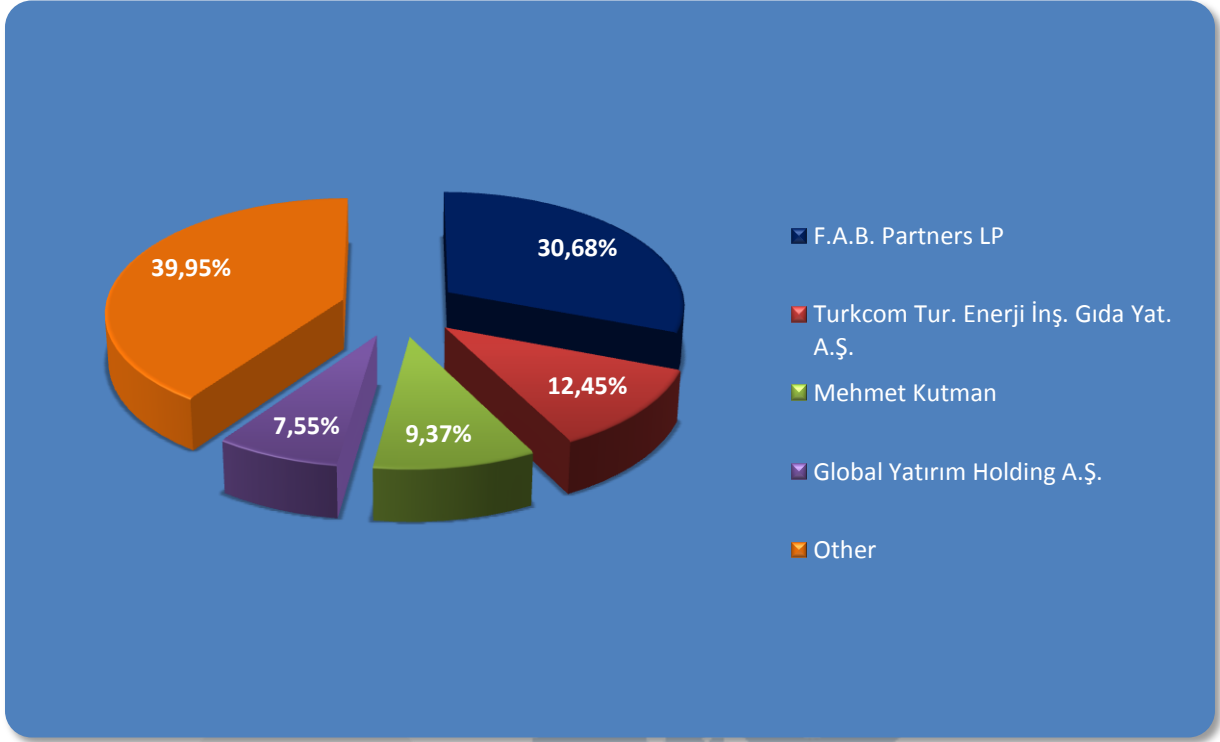
Investor Relations, Analyst

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Real and Corporate Persons with 5 % or more Direct Shares in the Capital or with Voting Rights

(As of 18.11.2017)



Source: www.kap.gov.tr

| Shareholder Name | Share (TL) | Share % |
|--|-----------------------|---------------|
| F.A.B. Partners LP | 100.000.000,00 | 30,68 |
| Turkom Tur. Enerji İnş. Gıda Yat. A.Ş. | 40.555.987,00 | 12,45 |
| Mehmet Kutman | 30.536.492,86 | 9,37 |
| Global Yatırım Holding A.Ş. | 24.591.587,12 | 7,55 |
| Other | 130.204.342,95 | 39,95 |
| Total | 325.888.409,93 | 100,00 |

Source: www.kap.gov.tr

Company Board of Directors

| Name/ Surname | Title | Executive/ Non Executive |
|------------------|--|--------------------------|
| Mehmet KUTMAN | Chairman of Board of Directors | EXECUTIVE |
| Erol GÖKER | Deputy Chairman of Board of Directors | EXECUTIVE |
| Ayşegül BENSEL | Member of Board of Directors | NON - EXECUTIVE |
| Serdar KIRMAZ | Member of Board of Directors | EXECUTIVE |
| Adnan NAS | Member of Board of Directors | NON - EXECUTIVE |
| Ercan Nuri ERGÜL | Independent Member of Board of Directors | NON - EXECUTIVE |
| Oğuz SATICI | Independent Member of Board of Directors | NON - EXECUTIVE |

Top Management

| Name/ Surname | Title |
|----------------------|---|
| Mehmet KUTMAN | General Manager |
| Uğur AYDIN | Chief Legal Counselor |
| Aslı Gülhan SU ATA | Investor Relations Director |
| Göknil AKÇA | Human Resources Director |
| Murat ENGİN | IT Group President |
| Mehmet Ali DENİZ | Strategic Planning, M&A Director |
| Mehmet Kerem ESER | Financial Affairs and Finance Group President |
| Çağrı KUTLU | Treasury Director |

COMMITTEES FORMED WITHIN BOARD OF DIRECTORS

AUDIT COMMITTEE

| Member Name/ Surname | Title |
|-----------------------------|-------------------------------------|
| Oğuz SATICI | Chairman / Independent Board Member |
| Ercan Nuri ERGÜL | Member / Independent Board Member |

CORPORATE GOVERNANCE COMMITTEE

| Member Name/ Surname | Title |
|-----------------------------|-------------------------------------|
| Ercan Nuri ERGÜL | Chairman / Independent Board Member |
| Ayşegül BENSEL | Member / Board Member |
| Adnan NAS | Member / Board Member |
| Aslı Gülhan SU ATA | Member / IRD Director |

EARLY DETECTION OF RISK COMMITTEE

| Member Name/ Surname | Title |
|-----------------------------|-------------------------------------|
| Oğuz SATICI | Chairman / Independent Board Member |
| Adnan NAS | Member / Independent Board Member |

Balance-Sheet Comparison of Company's Certain Selected Items

| | 2016/12(000) | 2017/09(000) | Change % |
|------------------------|---------------------|---------------------|-----------------|
| Total Assets | 3,874,544 | 4,536,376 | 17.08 |
| Short Term Liabilities | 1,031,799 | 806,711 | -21.82 |
| Long Term Liabilities | 1,934,433 | 2,007,616 | 3.78 |
| Paid in Capital | 193,500 | 325,888 | 68.42 |
| Equity | 908,313 | 1,722,051 | 89.59 |

Source: Global Yatırım Holding A.Ş. and subsidiaries 30.09.2017 9 Months Midterm Consolidated Financial Information

Comparison of Profit / Loss Table of Company's Certain Selected Items of 3rd Q of last two years

| | 2016/09(000) | 2017/09(000) | Change % |
|---|--------------|--------------|----------|
| Net Sales | 479,206 | 610,968 | 27.50 |
| Before Income/(Expense) Operational Profit/Loss | 45,924 | (18,337) | -139.93 |
| Operations Before Tax Profit/(Loss) | (78,987) | (171,163) | -116.70 |
| Net Period Profit/(Loss) | (62,872) | (159,107) | -153.06 |
| EBITDA | 176,734 | 207,971 | 17.67 |

Source: Global Yatırım Holding A.Ş. and subsidiaries 30.09.2017 9 Months Midterm Consolidated Financial Information

Company Investments with Subsidiaries and Equity

| <u>Affiliated Companies</u> | <u>Line of Business</u> | <u>Company's Share in the Capital (%)</u> | <u>Nature of Relationship with the Company</u> |
|---|-------------------------|---|--|
| Global Liman İşletmeleri A.Ş. | Port Investments | 60.60 | Affiliated Company |
| Ege Liman İşletmeleri A.Ş. | Port Management | 43.54 | Affiliated Company |
| Bodrum Yolcu Limanı İşletmeleri A.Ş. | Port Management | 36.36 | Affiliated Company |
| Ortadoğu Antalya Liman İşletmeleri A.Ş. | Port Management | 60.60 | Affiliated Company |
| Port of Adria JSC-Bar (Bar Limanı) | Port Management | 37.63 | Affiliated Company |
| Cruceros Malaga, SA ("Malaga Port") | Port Management | 30.06 | Affiliated Company |
| Global Ports Holding B.V. | Port Investments | 100.00 | Affiliated Company |
| Global Ports Holding Plc | Port Investments | 60.60 | Affiliated Company |
| Global Ports Europe B.V ("Global BV") | Port Investments | 60.60 | Affiliated Company |
| Global Ports Melita Ltd. | Port Investments | 60.60 | Affiliated Company |
| Perquisite Holdings Ltd. ("Perquisite") | Port Investments | 60.60 | Affiliated Company |
| Valetta Cruise Port PLC ("VCP") | Port Management | 33.69 | Affiliated Company |
| Creuers del Port de Barcelona, S.A. ("Creuers") | Port Management | 37.57 | Affiliated Company |
| Barcelona Port Investments, S.L ("BPI") | Port Investments | 37.57 | Affiliated Company |
| Port Operation Holding S.r.l | Port Investments | 60.60 | Affiliated Company |
| Ravenna Terminal Passeggeri S.r.l. | Port Management | 32.52 | Affiliated Company |
| Cagliari Cruise Port S.r.l. | Port Management | 42.96 | Affiliated Company |
| Catania Terminali Passeggeri S.r.l. | Port Management | 37.69 | Affiliated Company |
| Global Depolama A.Ş. | Warehousing | 60.60 | Affiliated Company |
| Consus Enerji İşletmeciliği ve Hizmetleri A.Ş. | Energy Investments | 100.00 | Affiliated Company |
| Tres Enerji Hizmetleri Sanayi ve Ticaret A.Ş. | Energy Production | 87.50 | Affiliated Company |
| Mavibayrak Enerji Üretim A.Ş. | Electricity Production | 100.00 | Affiliated Company |
| Mavibayrak Doğu Enerji Üretim A.Ş. | Electricity Production | 100.00 | Affiliated Company |
| Doğal Enerji Hizmetleri San. Ve Tic. A.Ş. | Electricity Production | 100.00 | Affiliated Company |
| Consus Energy Europe BV | Energy Investments | 100.00 | Affiliated Company |
| Glowell Energy LTD. | Energy Investments | 95.00 | Affiliated Company |
| Glerih Energy LTD. | Energy Investments | 95.00 | Affiliated Company |
| Global Africa Power Investments | Energy Investments | 100.00 | Affiliated Company |

| <u>Affiliated Companies</u> | <u>Line of Business</u> | <u>Company's Share in the Capital (%)</u> | <u>Nature of Relationship with the Company</u> |
|--|-----------------------------------|---|--|
| Barsolar D.O.O. | Energy Production | 51.00 | Affiliated Company |
| Evergas Doğalgaz İthalat ve Tic. A.Ş. | Natural Gas Sales | 100.00 | Affiliated Company |
| Doğaldan Enerji Ürt. A.Ş. | Electricity Production | 100.00 | Affiliated Company |
| Ra Güneş Enerjisi Üretim San. ve Tic. A.Ş. | Electricity Production | 100.00 | Affiliated Company |
| Ravi Güneş Enerjisi Üretim ve Sanayi Tic. A.Ş. | Electricity Production | 100.00 | Affiliated Company |
| Naturelgaz Sanayi ve Tic. A.Ş. | LNG Sales | 90.91 | Affiliated Company |
| Straton Maden Yatırımları ve İşletmeciliği A.Ş. | Mine Management | 75.00 | Affiliated Company |
| Tenera Enerji Tic. A.Ş. | Electricity and Natural Gas Trade | 100.00 | Affiliated Company |
| Edusa 1 Enerji Sanayi ve Tic. A.Ş. | Energy Production | 100.00 | Affiliated Company |
| Edusa 2 Enerji Sanayi ve Tic. A.Ş. | Energy Production | 100.00 | Affiliated Company |
| Edusa Atık Bertaraf Geri Kazanım ve Depolama San. ve Tic. A.Ş. | Energy Production | 100.00 | Affiliated Company |
| Geliş Madencilik Enerji İnşaat Ticaret A.Ş. | Mine Management | 85.00 | Affiliated Company |
| Dağören Enerji A.Ş. | Electricity Production | 70.00 | Affiliated Company |
| Ardus Gayrimenkul Yatırımları A.Ş. | Real Estate Investments | 100.00 | Affiliated Company |
| Global Ticari Emlak Yatırımları A.Ş. | Real Estate Investments | 100.00 | Affiliated Company |
| Pera Gayrimenkul Yatırım Ortaklığı A.Ş. | Real Estate Investments | 49.99 | Affiliated Company |
| Global Menkul Değerler A.Ş. | Intermediary Services | 77.43 | Affiliated Company |
| Global MD Portföy Yönetimi A.Ş. | Portfolio Management | 77.43 | Affiliated Company |
| Actus Portföy Yönetimi A.Ş. | Portfolio Management | 90.10 | Affiliated Company |
| Global Sigorta Aracılık Hizmetleri A.Ş. | Insurance Agency | 100.00 | Affiliated Company |
| Ege Global Madencilik San. ve Tic. A.Ş. | Mine Investments | 85.00 | Affiliated Company |
| Salıpazarı İnşaat Taahhüt Bina Yönetim ve Servis Hizmetleri Sanayi ve Ticaret A.Ş. | Construction Investments | 100.00 | Affiliated Company |
| Güney Madencilik İşletmeleri A.Ş. | Mine Investments | 100.00 | Affiliated Company |
| Neptune Denizcilik Yatırımları ve İşletmeciliği A.Ş. | Marine Investments and Management | 100.00 | Affiliated Company |
| Tora Yayıncılık A.Ş. | Publishing | 100.00 | Affiliated Company |
| Global Enerji Hizmetleri ve İşletmeciliği A.Ş. | Electricity Production | 100.00 | Affiliated Company |
| Sem Yayıncılık A.Ş. | Publishing | 65.00 | Affiliated Company |
| Maya Turizm Ltd. | Tourism Investments | 74.99 | Affiliated Company |
| Galata Enerji Üretim San. ve Tic. A.Ş. | Electricity Production | 85.00 | Affiliated Company |
| Randa Denizcilik San. ve Tic. Ltd. Şti. | Marine Vehicles Equipment Trade | 60.60 | Affiliated Company |
| Adonia Shipping Limited | Ship Management | 100.00 | Affiliated Company |
| Global Gemicilik ve Nakliyat Hizmetleri A.Ş. | Marine Investments and Management | 90.00 | Affiliated Company |
| Vinte Nova | Financial Investments | 100.00 | Affiliated Company |
| Global Financial Products Ltd. | Financial Investments | 100.00 | Affiliated Company |
| Vespa Enterprises (Malta) Ltd. | Tourism Investments | 99.93 | Affiliated Company |
| Aristaeus Limited | Financial Investments | 100.00 | Affiliated Company |
| Sümerpark Gıda İşletmeciliği A.Ş. | Food Management | 100.00 | Affiliated Company |

| <u>Affiliated Companies</u> | <u>Line of Business</u> | <u>Company's Share in the Capital (%)</u> | <u>Nature of Relationship with the Company</u> |
|---|----------------------------|---|--|
| Lisbon Cruise Terminals ("Lizbon Limanı") | Port Management | 28.00 | I.V.E.M* |
| Singapur Limanı | Port Management | 15.03 | I.V.E.M* |
| Venezia Investimenti SRL | Port Management | 6.67 | I.V.E.M* |
| La Spezia Cruise Facility S.c.a.r.l | Port Management | 17.27 | I.V.E.M* |
| Axel Corporation Grupo Hotelero, S.L. | Tourism Investments | 15.00 | I.V.E.M* |
| IEG Kurumsal Finansman Danışmanlık A.Ş. (IEG) | Corporate Fin. Consultancy | 38.72 | I.V.E.M* |

Source: Global Yatırım Holding A.Ş. Investor Relations Department

*Investments Valued with Equity Method

The Bottom and Peak Closing Values of Company's Shares traded on the BIST between 20.11.2016- and 20.11.2017

| <i>Bottom</i> | <i>Peak</i> |
|------------------------------------|------------------------------------|
| 1.48 (01.12.2016) | 4.09 (14.11.2017) |

Source: GYH Investor Relations Department

The Market Where the Capital Market Instrument is Traded and the Indexes that the Company is Included

BIST FINANCIAL / BIST İstanbul / BIST ALL / BIST CORPORATE GOVERNANCE / BIST HOLDİNG AND INVESTMENT / BIST 100-30 / BIST 50 / BIST 100 / BIST STAR

Source: www.kap.gov.tr

b. Changes within Last Year:

i. Changes in the Articles of Association

Following approvals of CMB and Ministry of Customs and Trade, Board of Directors decision on revision of Article 8 of Articles of Association was accepted unanimously at the 2016 Ordinary General Assembly meeting on 28.04.2017 and revision has been made.

Revised articles:

| PREVIOUS TEXT | NEW TEXT |
|---|---|
| <p>INCREASE OF CAPITAL</p> <p>Article 8- Company capital can be increased in line with the provisions of Turkish Commercial Code, Capital Market Law and relevant legislation.</p> <p>Share certificates to be issued from time to time until upper limit of registered capital is reached will be defined as Group (C) and will be deferred.</p> <p>Board of Directors is entitled issue new share certificates notwithstanding provisions of Turkish Commercial Code on increasing of principal capital until upper limit of registered capital is reached in accordance with the provisions of Capital Market Law.</p> <p>Unless share certificates issued are sold wholly and they are paid for, new share certificates cannot be issued.</p> <p>It is obligatory that amount of issued capital is demonstrated in documents where title of the Company is used.</p> <p>Furthermore, Board of Directors is entitled to issue premium stock above its par value, and to restrict sharers' right to get new shares.</p> <p>Shares remaining after the use of right of priority, or in cases where right of priority is restricted, all shares newly issued can be offered to public over their market value provided that they are not below their nominal value.</p> <p>In all operations related to increasing of capital, provisions of Capital Market Law on registered capital system and provisions of communiqué issued and to be issued by Capital Market Board and provisions of Turkish Commercial Code which are not against the provisions of Capital Market Law shall be reserved.</p> | <p>INCREASE OF CAPITAL</p> <p>Article 8- Company capital can be increased in line with the provisions of Turkish Commercial Code, Capital Market Law and relevant legislation.</p> <p>Share certificates to be issued from time to time until upper limit of registered capital is reached will be defined as Group (C) and will be deferred.</p> <p>Board of Directors is entitled issue new share certificates notwithstanding provisions of Turkish Commercial Code on increasing of principal capital until upper limit of registered capital is reached in accordance with the provisions of Capital Market Law.</p> <p>Unless share certificates issued are sold wholly and they are paid for, new share certificates cannot be issued.</p> <p>It is obligatory that amount of issued capital is demonstrated in documents where title of the Company is used.</p> <p>Furthermore, Board of Directors is entitled to issue premium stock above its par value, and to restrict sharers' right to get new shares.</p> <p>In all operations related to increasing of capital, provisions of Capital Market Law on registered capital system and provisions of communiqué issued and to be issued by Capital Market Board and provisions of Turkish Commercial Code which are not against the provisions of Capital Market Law shall be reserved.</p> |

Linked to this Article, Article 6 of Articles of Association is also revised as below, due to capital increase.

| <p align="center">PREVIOUS TEXT OF ARTICLE 6 OF ARTICLES OF ASSOCIATION OF GLOBAL YATIRIM HOLDİNG A.Ş.</p> | <p align="center">NEW TEXT OF ARTICLE 6 OF ARTICLES OF ASSOCIATION OF GLOBAL YATIRIM HOLDİNG A.Ş.</p> |
|---|---|
| <p>CAPITAL AND TYPES OF THE SHARES</p> <p>Article 6- 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.</p> <p>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.</p> <p>The permission of the upper limit of the registered capital given by the Capital Market Board is valid for the years of 2013-2017 (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.</p> <p>The capital of the Company is 193.500.000 TRY (onehundrednintythreemillionfivehundredthousand Turkish Liras) and the shares representing this capital is grouped as follows.</p> | <p>CAPITAL AND TYPES OF THE SHARES</p> <p>Article 6- 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.</p> <p>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</p> <p>The permission of the upper limit of the registered capital given by the Capital Market Board is valid for the years of 2013-2017 (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.</p> <p>The capital of the Company is 325.888.409,93 TL (threehundredtwentyfivemillioneighthundredeightyeighthousandfourhundrednineturkish Liras and 93 Kr) and the shares representing this capital is grouped as follows.</p> |

| Group | Number | Amount (Kr) | Group | Number | Amount (Kr) |
|---------------|-----------------------|-----------------------|--------------|-----------------------|-----------------------|
| A | 20 | 20 | A | 20 | 20 |
| D | 1.000.000 | 1.000.000 | D | 1.000.000 | 1.000.000 |
| E | 1.500.000 | 1.500.000 | E | 1.500.000 | 1.500.000 |
| C | 19.347.499.980 | 19.347.499.980 | C | 32.586.340.973 | 32.586.340.973 |
| Toplam | 19.350.000.000 | 19.350.000.000 | Total | 32.588.840.993 | 32.588.840.993 |

The Company's capital of 193.500.000 TRY (onehundrednintythreemillionfivehundredthousand 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.

No share with new privileges including current privileges or providing different privileges can be issued.

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 privileges 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 Organization Department of Foreign Currency dated 13.8.1991 and no 30/1388.

The Company's capital of 325.888.409,93 TL (threehundredtwentyfivemilliononeighthundredeightyeightthousandfourhundrednine Turkish Liras and 93 Kr) 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.

No share with new privileges including current privileges or providing different privileges can be issued.

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 privileges 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 Organization Department of Foreign Currency dated 13.8.1991 and no 30/1388.

ii. Dividend Distribution

At the 2016 Ordinary General Assembly Meeting on 28.04.2017, the Assembly was informed that although solo / legal financial statements – prepared in accordance with Tax Method Law and Turkish Commercial Code - about the year ending 31.12.2016 showed a net period profit of TRY 6,826,140,

there would be no distribution of dividend due to the fact that consolidated financial statements – prepared in compliance with CMB regulations – showed no period profit.

iii. Policies and Internal Regulations

There have been no updates in the policies, prepared by the Company in compliance with Corporate Governance Principles, within the period of rating.

iv. Management and Organization

At the 2016 Ordinary General Assembly Meeting on 28.04.2017, Board Members Mehmet KUTMAN, Erol GÖKER, Ayşegül BENSEL, Serdar KIRMAZ, Adnan NAS and Oğuz SATICI were re – elected. Ercan Nuri ERGÜL was elected as Board Member for the first time. In compliance with Corporate Governance Regulation, Ercan Nuri ERGÜL and Oğuz SATICI will serve as Independent Members in the Board of Directors.

Detailed statements about Committee Memberships can be found on page 8 of this report.

v. Other

In accordance with Board of Directors decision dated 29.06.2016 and No 904, the Company applied to CMB within the scope Capital Market Law and relevant articles of the Communiqué in order to get approval to transfer certain assets through Partial Demerger with Facilitated Method to a company to be founded. It received required approvals. Following approvals, Ordinary General Assembly meeting was held on Monday 26.12.2016 in order to execute Partial Demerger with Facilitated Method. General Assembly has approved acquisition of all shares (100 %) of Arduş Gayrimenkul Yatırımları A.Ş., which has been founded by transaction of partial demerger of those real estate that are subject to partial demerger, by Global Yatırım Holding A.Ş.. It has also approved that there would be no reduction of capital since the real estate that would get out of Company's assets would be replaced by shares of Arduş Gayrimenkul Yatırımları A.Ş.

Company's TRY 4,454,537,731
(fourbillionfourhundredfiftyfourmillionfivehundredthirtyseventhousandsevenhundredthirtyone–
49.99 % of Pera's capital) – each shares in the capital of Pera Gayrimenkul Yatırım Ortaklığı A.Ş. as of
06.01.2017, which was worth a total of TRY 44,545,377.31
(fortyfourmillionfivehundredfortyfivethousandthreehundredseventyseven and thirtyone Kr) – each
one Kr -, have been transferred to Arduş Gayrimenkul Yatırımları A.Ş., which was 100 % owned by
the Company.

The Company applied to CMB on 23.03.2017 about increasing issued capital, in accordance with Board of Directors decision dated 14.03.2017, to TRY 293,500,000 from TRY 193,500,000, by restricting current shareholders' right to preference and covering all of it in cash and allocated sale of the increased shares with TRY 100,000,000. With its decision dated 14.04.2017 and No 17/557, CMB approved the application with various revisions.

Within the duration of buying new shares between 12.06.2017 and 13.06.2017, current shareholders used their right to buy new shares worth nominal value of TRY 32,388,409.93. Shares that this right has not been used for, worth TRY 67,611,590.07, have been cancelled.

From issued shares on 14.06.2017, those shares with the nominal value of TRY 100,000,000 – to be allocated for F.A.B. Partners LP – have been allocated to F.A.B. Partners LP in BIST Wholesale Sales Market. After these transactions newly issued capital of the Company has reached TRY 325,888,409.93.

These subjects have been disclosed to public through notifications to the Public Disclosure Platform.



3. RATING METHODOLOGY

The Corporate Governance Compliance Rating is a system which audits whether or not the firm's management structures and management styles, the arrangements for shareholders and stakeholders and the process of informing in transparency and accuracy are performed in accordance with the modern corporate governance principles and which assigns a grade corresponding to the existing situation.

Organization for Economic Co-operation and Development (OECD) established a working group in 1998 in order to assess member countries' opinions on corporate governance and to prepare some non – binding principles.

The fact that principles are open to change in time was also accepted at this work. Although at first these principles were focused on the companies whose shares were quoted in stock exchange, it was emphasized by OECD that it would be also useful to implement these principles in public enterprises and companies whose shares were not quoted in stock exchange.

In 1999, OECD Corporate Governance Principles were approved at the OECD Meeting of Ministers and published. Since then, these principles have been regarded as international references for the decision – makers, investors, shareholders, companies and stakeholders throughout the world.

Since their approval, these principles kept the concept of corporate governance on the agenda and became guidelines for the laws and regulations in OECD members, as well as other countries.

There are four basic principles of corporate governance in OECD Corporate Governance Principles. These are: fairness, transparency, accountability and responsibility.

Turkey has been closely monitoring these developments. A working group, established

within TUSIAD in 2001, prepared the guide, titled, "Corporate governance: The best implementation code". Then CMB issued "Capital Market Board Corporate Governance Principles" in 2003 and updated it in 2005, 2010, 2012, 2013 and 2014, according to international developments in this field.

Obligation to comply with CMB's Corporate Governance Principles, based on the principle of "implement or disclose", and to declare it became part of companies' lives in 2004. Putting the Declaration of Compliance to Corporate Governance in the annual reports became obligatory the following year.

The principles are grouped under four main headings namely: the Shareholders, Public Disclosure and Transparency, Stakeholders and the Board of Directors.

The Corporate Governance Compliance Rating Methodology has been prepared by Kobirate A.Ş. for companies whose shares are traded on BIST, banks, investment partnerships and non – quoted companies.

The methodology takes into consideration the criteria stated in CMB's Corporate Governance Directive, no II-17.1, dated January 3rd 2014; as well as CMB's board decisions taken at Board meeting dated 01.02.2013, no 4 / 105.

In this analysis, the full compliance of work flow and analysis technique with Kobirate A.Ş.'s Ethical Rules is considered.

In the process of rating, **399** different criteria are considered to measure the compliance of BIST third group firms with the corporate governance principles.

Such criteria are translated into the Kobirate A.S.'s unique Corporate Governance Rating Questionnaire.

According to CMB's memorandum dated 12.04.2013 and numbered 36231672-410.99

(KBRT)-267/3854, the following rates are applied in the new Corporate Governance Compliance Rating:

Shareholders 25 %

Public Disclosure and Transparency 25 %

Stakeholders 15 %

Board of Directors 35 %

CMB has sent its notification dated 19.07.2013 and numbered 36231672-410.99 (KBRT) 452, on CMB decision dated 01.02.2013 and numbered 4/105 to our company, which required adding new questions into the methodology in order to ensure that good corporate governance principles, which go beyond meeting the minimum requirements of CMB issued good corporate governance principles – bringing 85 % of full points at most – will be included in the rating grade.

The 2014/2 revised corporate governance compliance rating methodology, created by our company, is restricted if the minimum conditions of corporate governance principles – declared in CMB notification of Corporate Governance dated 03.01.2014 – are met and all criteria is evaluated within same category. In this case all criteria are restricted to 85 % of the full points that the related criterion would get in that subsection. As the company applies and internalizes the criteria stated in corporate governance principles and our company finds out other good corporate governance criteria complied and practiced by the company; our rating system completes the section ratings to 100.

The grade to be assigned by the Corporate Governance Rating Committee to the firm ranges between 0-10. In this scale of grade, “10” points mean excellent, full compliance with CMB’s Corporate Governance Principles while grade “0” means that there is unsatisfactory compliance with CMB’s Corporate Governance Principles in the existing structure.

4. KOBİRATE ULUSLARARASI KREDİ DERCELENDİRME VE KURUMSAL YÖNETİM HİZMETLERİ
A. Ş CORPORATE GOVERNANCE RATING GRADES AND DESCRIPTIONS

| GRADE | DEFINITIONS |
|--------------|--|
| 9–10 | <p>The Company achieved a substantial compliance with to the Corporate Governance Principles issued by the Capital Market Board. Internal control systems are established and are operational. Any risks to which the Company might be exposed are recognized and controlled effectively. The rights of the shareholders are impartially taken care of. The level of public disclosure and transparency are high. Interests of the stakeholders are fairly considered. The structure and the working conditions of the Board of Directors are in full compliance with the Corporate Governance Principles. The Company is eligible for inclusion in the BIST corporate governance index.</p> |
| 7–8,9 | <p>The Company complied considerably with the Corporate Governance Principles issued by the Capital Market Board. Internal control systems are in place, and operational, although some improvements are required. Potential risks, which the Company may be exposed are identified and can be managed. Benefits of the shareholders are fairly taken care of. Public Disclosure and transparency are at high levels. Interests of the stakeholders are equitably considered. Composition and operational conditions of the Board comply with the Corporate Governance Principles. Some improvements are needed in compliance with the Corporate Governance Principles even though they do not constitute serious risks. The company is eligible for inclusion in the BIST Corporate Governance Index.</p> |
| 6–6,9 | <p>The Company has moderately complied with the Corporate Governance Principles issued by the Capital Market Board. Internal Control systems at moderate level have been established and operated, however, improvement is required. Potential risks that the Company may be exposed are identified and can be managed. The interests of the shareholders are taken care of although improvement is needed. Although public disclosure and transparency are taken care of, there is need for improvement. Benefits of the stakeholders are taken care of but improvement is needed. Some improvement is required in the structure and working conditions of the Board. Under these conditions, the Company is not eligible for inclusion in the BIST Corporate Governance Index.</p> |

| GRADE | DEFINITIONS |
|-------|--|
| 4-5,9 | <p>The Company has minimum compliance with the Corporate Governance Principles issued by the Capital Market Board. Internal control systems are in place at a minimum level, but are not full and efficient. Potential risks that the company is exposed to are not properly identified and are not under control. Substantial improvements are required to comply with the Corporate Governance Principles in terms of the benefits of both the shareholders and stakeholders, public disclosure, transparency, the structure and working conditions of the Board. Under the current conditions, the Company is not eligible to be listed in the BIST Corporate Governance Index.</p> |
| < 4 | <p>The Company has failed to comply with the Corporate Governance Principles issued by the Capital Market Board. It also failed to establish its internal control systems. Potential risks that the company might be exposed are not identified and cannot be managed. The company is not responsive to the Corporate Governance Principles at all levels. There are major weaknesses in the interest of the shareholders and the stakeholders, public disclosure, transparency. Structure and working conditions of the Board appear to be at a level that might cause the investor to incur material losses.</p> |