

GLOBAL INVESTMENT HOLDINGS CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

Section I - Statement of Compliance with Corporate Governance Principles

Global Investment Holdings (“GIH”) accommodates and pays utmost attention to the execution of the Corporate Governance Principles published by the Capital Markets Board of Turkey (“CMB”). With the aim of adopting this approach, the Company conducts analytical studies at the Board of Directors level.

In line with this approach, a Committee, including three Board of Directors, was established to carry out the necessary restructuring studies in the organizational structure and the Articles of Association of the Company. The requirement of incorporating at least two Independent Members in the Board of Directors, which is stipulated by the Company’s Corporate Governance Principles, has been fulfilled.

Shareholders can find the comprehensive and updated information on GIH’s website; also, they can pose their questions to the Investor Relations Department by phone, e-mail and through social media.

GIH continues to necessary revisions by examining the website and the annual report in more detail in terms of Corporate Governance Principles. The Board of Directors, senior management and all employees of GIH have always supported the adoption of the Corporate Governance Principles within the Company at every stage of the process.

Our Corporate Governance Rating has been determined as a result of an evaluation made under four main topics (Shareholders, Public Disclosure and Transparency, Stakeholders, Board of Directors) weighted based on CMB’s Corporate Governance Principles and current distribution based on main topics are provided below:

Sections	Weight (%)	Rating
Shareholders	25	89.05
Public Disclosure and Transparency	25	90.01
Stakeholders	15	88.90
Board of Directors	35	87.60
Total	100	8.88

The report, which has been prepared by Kobirate related to the corporate governance rating of 8.8, shows that Company is compliant with the corporate governance principles and applies the necessary policies and measures to its practices.

Reasons for Non-complied Corporate Governance Principles

The Company continues its efforts for full compliance with the corporate governance principles. Principles other than implemented presently or not implemented yet have not caused a conflict of interests among the stakeholders.

The Company's Articles of Association contain no provisions stipulating that material decisions such as "demergers and share exchanges, buying, selling, or leasing substantial amounts of tangible/intangible assets, or donation and grants, or giving guarantees such as suretyship, mortgage in favor of third parties" are required to be taken at a General Meeting. The underlying reason is that the nature of the business in which the Company is involved requires it to buy, sell, and lease quite frequently. Having to hold a General Meeting every time such a transaction takes place is considered to be impossible and thus no such article has been included in the Articles of Association. This practice is refrained from in order to ensure that deals are made quickly and to prevent opportunities from being missed.

The preferred stock groups in our Company's Articles of Association were created before its IPO and our Company is not authorized to amend these privileges. Our privileged shareholders made an application to CMB in July 2010 in order to abrogate these privileges which was not approved.

That the Articles of Association entitle shareholders to appoint a special auditor, and that there is no additional provision on minority rights: Regarding this matter, our Company is of the conviction that the framework provided for by the Turkish Commercial Code and the CMB regulations is sufficient.

The Company has not established a policy concerning stake holders' involvement to the board. However, independent members of the board enable the representation of all the stakeholders along with the Company and the shareholders. The Company respects the opinions and suggestions of all its employees, suppliers, non governmental organizations and customer satisfaction surveys. Some of the board members serve more than one committee because of the structure of the shareholding structure of the Company.

In accordance with article 4.6.5 of the Corporate Governance Principles, all the remunerations and interests provided to the board members and top managers has been disclosed to the public by the annual report. But the disclosure is made not by personal basis but by featuring the separation of board members and top managers.

GLOBAL INVESTMENT HOLDINGS

Section II - Shareholders

Investor Relations Unit

Structured as a holding on 01.10.2004, our Company complies with the legislation, Articles of Association and other Company regulations on the matter of exercise of shareholder rights and takes necessary measures to facilitate the exercise of these rights.

During the process of our Company's becoming a holding company in October 2004, the "Investor Relations" subject was a priority; for this reason the Investor Relations Unit was established in the organizational structure.

The Investor Relations Unit is structured under the responsibility of the Board of Directors' Corporate Governance Committee.

Global Investment Holdings Corporate Governance Principles Compliance Report

Information on the department that handles GIH's relations with shareholders is presented below:

Name-Surname	Title / License	Phone	E-mail
Çağrı Kutlu	Unit Director / CMB Advanced Level License	+90 (212) 244 60 00	investor@global.com.tr
Selran Baydar	Director		
Begüm Döşlüoğlu	Senior Specialist		
Esra Gündüz	Junior Specialist		

The main activities carried out by the Investor Relations Unit are summarized below:

- Ensuring that shareholder records are kept accurately, reliably and up-to-date;
- Responding to written information requests from shareholders, unless the requested information is publicly unavailable, confidential or a trade secret;
- Taking necessary measures to ensure that the General Assembly meetings are held in compliance with legislation in force, the Company's Articles of Association and other Company regulations;
- Preparing the documents that will be beneficial to shareholders for General Assembly meetings;
- Ensuring that meeting minutes are sent to shareholders;
- Monitoring and overseeing every aspect of the public disclosure process for compliance with legislation.

In addition to the foregoing, the tasks below, performed within the structure established in 2005, will be carried on by the Investor Relations Unit in tandem with the Financial Affairs and the Finance and Law Unit:

- Responding to written or verbal information requests from shareholders;
- Preparing the Company's investor presentation and updating it regularly;
- Updating the Investor Relations section on the Holding's website;
- Arranging investor information meetings abroad;
- Managing investor visits in six month periods;
- Announcing quarterly financial reports to investors via teleconference or e-mailing;
- Organizing analyst meetings in parallel with the Public Disclosures Platform made to Borsa Istanbul.

Since the date it was established, the Investor Relations Unit has attended meetings in and outside the country and organized tele-conferences, and has given detailed answers – within the scope of the Information Policy – to the information requests made via phone, e-mail, and investor meetings. Questions asked by the individual investors about the activity performance, interpretation of the financial results, profit distribution policy, associate company performance and stock price performance are given necessary answers at certain periods. Within the relevant period, more than 100 questions were answered by phone and e-mail.

Exercise of Shareholders' Right to Obtain Information

Queries, other than those relating to trade secrets and undisclosed information, received from shareholders and analysts by the Capital Markets and Investor Relations Department by letter, phone, email and other means are answered in the fastest and most effective way possible upon contacting the relevant person with the highest authority on the related matter. Furthermore, current and retrospective information and developments relating to GIH that are of interest to shareholders are regularly communicated to the concerned parties via the corporate website both in Turkish and English. They are also regularly communicated to those registered to our database via email.

The related Corporate Governance Committee works in coordination with the responsible units regularly to inform the shareholders.

Provisions of the Turkish Commercial Code are applicable about appointing a private auditor and for this reason there is no separate article in the Articles of Association about this issue. Within the period, there were no requests made for appointing a private auditor.

General Assembly Meetings

The Ordinary General Assembly meeting of shareholders regarding the Company's 2013 activities was held on 1 July 2014 at the head office. The Company's share capital as of the date of the meeting, 36.70% was represented at the Ordinary General Assembly meeting.

Pursuant to applicable legislation, the invitation for the General Assembly Meeting was published in the Trade Registry Gazette, Borsa Istanbul's Public Disclosure Platform system, and the Company's website. There is no timeframe specified for the participation in General Assembly meetings of the holders of registered shares entered in the stock ledger. At the General Assembly Meetings, the holders of shares traded on the Borsa Istanbul will be required to communicate their attendance to the General Assembly no later than one day prior to the date of meeting and obtain their passes, pursuant to Article 415/3 of the Turkish Commercial Code. Secondary legislation issued as per the New TCC, lays out the principles of the Electronic General Assembly, which provides shareholders an alternative to being physically present at the General Assembly.

Before the General Meeting, the annual report and financial statements and reports, independent audit reports, profit distribution proposal, information document about General Assembly agenda articles and other documents, final version of Articles of Association, Amendments to the Articles of Association - in case there is change in the Articles of Association - were made available for the inspection of shareholders at the Company's headquarters. The Agenda and Amendments to the Articles of Association are announced by the method mentioned in 4.2.

The Profit Distribution Policy that was updated in line with the Board of Directors' proposal within the scope of the relevant legislation, was approved at the General Assembly meeting. Information was given with a separate agenda item at the General Assembly about the donation and aid made within the period. No one had anything to add during the wishes and suggestions session which was another separate agenda item. Stakeholders such as rating specialists and independent auditors attend our General Assembly meetings as observers. No media corporation attended the Meeting.

The executive managers who have administrative responsibilities, and the shareholders who control the management of the Company, did not make any transactions with the Company or its associate companies which may lead to conflicts of interest; and moreover did not make any transactions related to a commercial business that is within the scope of the corporation or its associate companies' field of activity, for their own account or for the account of others; and/or did not become unlimited partners in other companies carrying out similar commercial businesses.

Within the scope of the information we have obtained the shareholders (who control the management of the Company), Board of Directors' members, executive managers who have administrative responsibilities, and their spouses and blood relatives and relatives by marriage up to second-degree did not make any important transactions with the Company or its associate companies which may lead to conflicts of interest; and did not make any transactions related to a commercial business that is within the scope of the corporation or its associate companies' field of activity, for their own account or for the account of others; and/or did not become unlimited partners in other companies carrying out similar commercial businesses.

Voting Rights and Minority Rights

There are four different types of shareholders in our Company's capital: (A), (D), (E) and (C). Shares in Groups (A), (D) and (E) have privileges, and shares in Group (C) have no privileges. It has been stipulated that the Company's Board of Directors consists of seven members. All shareholders are entitled to nominate candidates for three Board Members. It is stipulated that only one of these three candidates shall be approved by the shareholders of Group (A) shares.

For the adoption of a range of Board resolutions specified in the Articles of Association, the shareholders of Group (D) and Group (E) shares are required to participate in the Board meeting and it is required that the resolution be approved by the Board members nominated by the shareholders of Group (A) shares.

The share capital of the Company does not involve any cross-shareholdings.

Dividend Policy

The policy will be determined by the General Assembly of Shareholders upon proposals of the Board of Directors in accordance with the provisions of the Capital Markets Law and communiqués of the Capital Markets Board. For dividend distribution, the policy adopted by the Company is designed to be a consistent policy balancing the shareholders' and the Company's benefits, in accordance with the Corporate Governance Principles. There are no privileges for participating in Profit Distribution.

The Company makes dividend distribution in accordance with the Turkish Commercial Code and the CMB and within statutory periods. Under the Articles of Association, no privileges are granted on the Company's profit sharing. Dividend distribution is made within the statutory periods, as stipulated in the legislation, within the shortest time following the General Assembly meeting.

The Profit Distribution Policy of the Company was presented for the information of the shareholders at the General Assembly, and was publicly announced on the Company's website. At the General Assembly meeting held on 1 July 2014, the General Assembly was informed about the decision made not to make profit distribution due to the fact that; there was no period profit in the solo/legal financial statements that were prepared as per the Commercial Tax Procedure Law although there was TL 29,111,593 in period profit according to the 2013 accounting period's consolidated financial statements that were prepared in conformity with the CMB regulations.

Transfer of Shares

The Company's Articles of Association do not contain any provisions that make it difficult for the shareholders to freely transfer their shares.

Section III - Public Disclosure and Transparency

Information Disclosure Policy of the Company

At the General Assembly, shareholders were provided with information about the Information Disclosure Policy of the Company, which was also published on the corporate website.

The Board of Directors is responsible for overseeing, monitoring and developing the Information Disclosure Policy. The Investor Relations Unit Director, CFO and Chief Legal Advisor are the executives in charge of implementing the Information Disclosure Policy.

Together with the Investor Relations Unit, the Corporate Communications Department is responsible for overseeing and monitoring all issues related to public disclosures. Questions received from outside the

Company are responded to in the shortest amount of time possible by the CEO, CFO, and Legal Advisor or within the knowledge of and authorization limits set by the CEO, the CFO and Legal Advisor, by the Investor Relations Unit. Equality for social stakeholders in obtaining information is strictly observed when responding to the inquiries.

In quarterly periods, following public disclosure of financial statements of the relevant period, a press statement summarizing the financial situation of the GIH will be issued and published. The Company's annual report is regularly prepared every year and delivered to the investors as well as relevant institutions and establishments by the Investor Relations Unit.

Public disclosures are delivered by either the Chairman (Mehmet Kutman), individual Board Members, Financial Affairs and Finance Group Head (Kerem Eser) or Chief Legal Advisor (Uğur Aydın) depending on the content of the disclosure, or by the Investor Relations Unit according to the authority to which the disclosure will be made.

Website and its Contents

As stipulated by CMB's Corporate Governance Principles, the Company website is actively used on the www.globalyaitim.com.tr, in public disclosures.

All matters related to the Investors Relations Unit are posted on the www.globalyaitirim.com.tr website.

Our Company's website is clearly indicated on all corporate identity documents and promotional materials. The Company's website meets international standards in terms of informational content and layout. It is administered by the Investor Relations Unit. The main headings on the website are listed below:

- Detailed information on corporate identity,
- Vision and mission,
- Information on the members of the Board of Directors and Company's senior management,
- Company ownership structure,
- The Company's Articles of Association,
- Trade registration data,
- Financial data, annual and interim activity reports,
- Press releases,
- Regulatory disclosure of material events,
- Share performance and calculator,
- Investor presentations,
- Date and agenda for the General Assembly meeting and General Assembly information document,
- Minutes and attendance sheet of the General Assembly meeting,
- Proxy sample,
- Corporate Governance Principles Compliance Report,
- Dividend policy,
- Information Disclosure policy,
- Corporate Social Responsibility.

Annual Report

Information specified in the relevant legislation and CMB's Corporate Governance Principles are available in our Annual Report.

Disclosure of the Company's Ultimate Controlling Shareholders

Changes in capital structure and in the capital structure of the Company are publicly disclosed in accordance with relevant legislation. The Company's shareholder structure can be reviewed on the website.

Section IV - Stakeholders

As a holding company, our shareholders and strategic business partners are our primary stakeholders. The information flow of all subsidiaries and the holding company is realized at a central location in order to maintain coordinated relations with stakeholders.

Besides, the personal experience and educational level of our employees directly affect the services offered by our Company and its subsidiaries being involved in the service industry, accordingly, the Company's human resources policy plays a vital role in this respect. The Company's human resources policy is specified with the "Personnel Regulations" and the recruitments are announced on the Company's website. The feedback system based on the employees' performance system has been initiated at our subsidiaries, and it is aimed to apply the system across the Company.

Informing Stakeholders

When the stakeholders are classified together with the investors, business partners and employees, the disclosures to inform investors are explained in detail under heading "Informing Shareholders." The intranet system, established to provide detailed information to the Company employees, is also utilized to carry on in-company operational activities as well as to keep the Company employees informed about public disclosures and managerial issues that would affect the Company's business.

Participation of Stakeholders in Management

The members of the Audit Committee and Corporate Governance Committee participate in the weekly assessment meetings held by the unit managers, who can thus communicate to the senior management their opinions about the units and subsidiaries under their responsibility. Unit managers pose questions to committee members as they fulfill their duties. As such, the information flow mechanism between stakeholders and the committees passes through the unit managers.

Human Resources Policy

Global Investment Holdings maintains a forward-looking strategy in parallel with the fundamental changes in the national economic and political arena. Backed by its expanding organization and professional teams, our Company offers opportunities for prospective managers regarding personal talent and career development. At the recruitment stage, the Company offers equal conditions and job opportunities to candidates who hold documented university degrees and have relevant academic background, are fluent in English as well as speak other foreign languages and are successful individuals in their respective fields. Yasemin Çakar is the Human Resources Director in charge of managing relations with employees. In the year 2014, no complaints were made by employees.

The Company's human resources policy has been defined in writing and announced on the intranet under heading "Personnel Regulation" both in Turkish and English. According to this regulation, the Company recruits individuals with superior knowledge and skills, easily adaptable to the corporate culture and open-minded for changes and development.

According to the human resources policy, the Company has adopted the principle of providing equal opportunities to employees of equal conditions with regard to recruitment and career planning. Thus, the positions are announced on easily accessible website and job applications are received via email.

Opportunities offered to employees and developments within the Company that may affect employees are shared by top management via email as well as through the intranet.

Information about Relations with Customers and Suppliers

Our Company is a holding company that does not have a direct relationship with customers and suppliers.

Code of Ethics and Social Responsibility

The Code of Ethics defined by Global Yatırım Holding in order to add financial value to its shareholders and to increase its corporate value, were announced as principles and rules that all managers and employees have to abide by. The Code of Ethics of our Company was publicly announced on the website within the framework of the Information Policy.

Global Investment Holdings and its subsidiaries consider their customers, shareholders, employees and the community in general as their basic social stakeholders they work for. At the Global Investment Holdings level as well as through its subsidiaries, the Group is deeply committed to its aim to ensure a better life for various communities we are a part of and operate in. In line with its aim, Global Investment Holdings Group makes contributions to and sponsors various educational, charity, social and sports activities and projects. In the year 2013, Global Investment Holdings continued to give support to education within the framework of its social responsibility activities.

Section V - Board of Directors

Structure and Formation of the Board of Directors and Independent Members

The Company is managed by seven members elected by the General Assembly. The names of the members of the Board of Directors who were appointed in accordance with the Company's Articles of Association are presented below:

Mehmet Kutman - Chairman - Executive Member

Erol Göker - Vice Chairman - Executive Member

Ayşegül Bensele - Member - Non Executive Member

Serdar Kırmaz - Member - Executive Member

Adnan Nas - Member - Non Executive Member

Jérôme Bernard Jean Auguste Bayle - Independent Board Member

Oğuz Satıcı - Independent Board Member

An up-to-date list of the Company's Board Members and their résumés are presented in the Annual Report and on the corporate website.

In consideration of the Chairman Mehmet Kutman's investment banking career and his experience in business development and project management, the Board of Directors has decided to also appoint him as CEO.

Two independent members of Board of Directors satisfy CMB corporate governance principles pertaining to independence criteria.

There are no rules and/or limitations imposed upon the members of the Board of Directors with regards to their employment outside the Company. It is always taken into account that this is a holding company and being represented in the management of the associated companies is for our Company's benefit.

The duties of the Remuneration Committee were assigned to the Corporate Governance Committee, which, on 30 June 2014, submitted the names of two candidates meeting independence criteria to the Board of Directors.

In case a situation compromising the independence of a Board Member arises, the concerned independent member immediately informs the Board of Directors about this development, for an eventual disclosure to the public. In principle, Board Members who lose independence submit their resignation.

Following the resignation of the independent member, in order to meet the quota of independent members, the Corporate Governance Committee makes an evaluation regarding the selection of a new independent member to serve until the next General Assembly, and submits its decision to the Board of Directors in written form.

There is one (1) female member on the Board of Directors.

Working Principles of the Board of Directors

Members of the Board of Directors are promptly provided with all kind of information in order to ensure that they accurately carry out their tasks. The secretarial unit structured under the Board of Directors within the framework of the Corporate Governance, informs the Members of the Board of Directors and provides them with the meeting agenda and documents regarding the agenda at least three (3) days prior to the meeting. Board of Directors meetings are held at least once a month and whenever necessary. Our Board of Directors made 27 written decisions in 2014. Decisions were made unanimously at the Board of Directors meetings. Board of Directors agenda is determined by the members of the Board of Directors in line with the needs of the Company. The members of the Board of Directors do not have weighted right to vote, and all members and the chairman have equal right to vote. At the meetings, questions asked by the Members of the Board of Directors, and reasonable and detailed reasons of the negative votes given for the issues on which the Board Members state different opinions, are recorded in the decision book. Losses incurred in the company by the members of the Board of Directors as a result of their faults during their term of office, are insured with a policy that will have a value exceeding 25% of the company capital.

Mission, Vision, and Strategic Goals of the Company

GIH's mission, vision, objectives, and values are publicly disclosed on the corporate website. Mission: The Holding is committed to developing portfolio of competitive companies, within the sectors in which it operates, with strong and healthy growth prospects in conformity with global standards. The Holding is also responsible for updating strategies for its subsidiaries, along the lines of the changing local and global environment, as to ensure their quick adaptations to changing business conditions and help their continuous growth. Vision: Global Investment Holdings aims to become a leader in its operations, to initiate new and innovative projects with growth potential and to become a pioneer in developing and evolving the business environment in Turkey.

Risk Management and Internal Audit Mechanism

The Company has established a risk management and internal control unit, under the chairmanship of Hakan Murat Akin. Studies in this regard are carried on under coordination of the Board members Jérôme Bayle and Oğuz Satici. The Internal Control Department reports directly to the Audit Committee of the Board of Directors.

Authorities and Responsibilities of Board Members and Executives

The authorities and responsibilities of the Board of Directors are defined in the Company's Articles of Association in a manner that is consistent with the Board's functions, that does not leave room for any doubt and that is clearly distinguishable and identifiable from the authorities and responsibilities of the General Assembly.

Besides the functions set forth in the Articles of Association, the Board of Directors also fulfills the following functions listed among the functions of the Board of Directors in the Corporate Governance Principles of the Capital Markets Board:

- The Board of Directors continuously and efficiently revises the degree of achievement of the objectives by the Company, activities and past performance of the Company. While revising the same, the Company tries to comply with international standards on any matter. If required, the Board of Directors takes measures without any delay and problem. Effective revision refers to detection of compliance with the applicable laws and regulations and international accounting standards in reflection of the Company's activities, degree of achievement of the objectives by the Company; financial status and activity results in the accounting records and the degree of accuracy of the financial information regarding the Company.
- The Board of Directors establishes a risk management and internal control mechanism, minimizing the risks which may adversely affect the interest holders of the Company particularly the shareholders and the Company may encounter; and takes necessary measures for effective operation of such a system.
- The Board of Directors forms committees in order to fulfill its functions and responsibilities in a sound manner.
- The Board of Directors takes measures and applies incentives to ensure that qualified personnel would serve the Company for the long term. If required, the Board of Directors removes the managers from office without any delay and appoints appropriate and qualified managers in lieu of the removed ones.
- The Board of Directors acts as a leader in elimination and settlement of the disputes which may arise between the Company and the shareholders.
- The Board of Directors shall ensure full compliance with the laws, regulations, and provisions of the Articles of Association, intra-company arrangements and the policies established in exercising the shareholders' rights; and for this purpose, the Board of Directors shall act in close cooperation with the Corporate Governance Committee and Investor Relations Unit established in the body of this committee.

Prohibition on Doing Business or Competing with the Company

As required by corporate governance principles, in the event of any violation of the prohibition on board members' doing business or competing with the Company, the potential conflicts of interest will be publicly disclosed.

Number, Structure, and Independency of Committees Established by the Board of Directors

The Board of Directors of GIH has set up a Corporate Governance Committee and an Audit Committee in line with Capital Markets Board corporate governance principles. The Board members are kept informed regularly on the studies of the Committee. Based on the resolutions adopted by the Board of Directors on 24 June 2013, 27 June 2014 and 25 December 2014, Jérôme Bernard Jean Auguste Bayle, Independent member, Ayşegül Bensef, Non-executive Board member, Adnan Nas, Non-executive board member, from investor relations Çağrı Kutlu, member and Selran Baydar, member have been elected as members of the Corporate Governance Committee. Based on Board resolution dated 24 June 2013, Oğuz Satıcı, Independent member and Jérôme Bernard Jean Auguste Bayle, Independent member, have been elected as members of the Audit Committee. Based on Board resolution dated 24 June 2013, Jérôme Bernard Jean Auguste Bayle, Independent member, Oğuz Satıcı, Independent member and Adnan Nas, Non-executive board member have been elected as members of the Early Risk Assessment Committee. In the period, the Corporate Governance Committee convened four times, Audit Committee convened four times and the Early Risk Assessment Committee convened four times. These three committees are serving as advisory to the Board and make recommendations. All committees carry out their operations in line with their charters, those are announced on the Company's website. The Chairpersons of the committees are non-executive independent Board members. Since all Audit Committee members need to be independent Board members and as committee chairmen need to be chosen from among independent members, the independent member Jérôme Bernard Jean Auguste Bayle sits on both committees.

Remuneration of the Board of Directors

At the General Assembly meeting held on 1 July 2014, a decision was made to pay a net honorarium of TL 9,000 per month to the members of the Board of Directors regarding the 2014 activity period. Minutes to the Ordinary General Assembly Meeting were publicly announced via material matter disclosure and on our Company's website. The Remuneration Policy was prepared and issued in writing, and was presented for the information of the shareholders with a separate agenda item at the Ordinary General Assembly meeting held on the 1 July 2014. The Remuneration Policy was also announced on the Company's website. Furthermore, salaries and all other benefits given to the Members of the Board of Directors and executive managers are publicly announced in the Annual Report. Apart from those specified in the consolidated financial tables; the Company did not lend money, extend credit to any of the members of the Board of Directors or executive managers within the relevant period.

DECLARATION OF RESPONSIBILITY

Of the Board Resolution on the Approval of Financial Statements

Date: 11 March 2015

Number: 863

STATEMENT of RESPONSIBILITY AS PER ARTICLE 9 OF THE CAPITAL MARKETS BOARD COMMUNIQUE NO: II-14.1

a) We have examined the Company's consolidated financial statements for the period between 1 January and 31 December 2014.

b) According to the information we obtained within the scope of our duty and responsibility, the report does not contain any misstatement on material events or any deficiency which might be misleading as of the date of our statement.

c) According to the information we obtained within the scope of our duty and responsibility, we hereby declare that the financial statements, prepared in accordance with the financial reporting standards in force, as of the period concerned, present correctly and fairly the actual situation of our Company as regards to its assets, liabilities, financial position and profit/loss and that the annual report present correctly and fairly the development and performance of business, the Company's financial position, the Company's financial situation together with the important risks and uncertainties it is exposed to and the truth regarding the results of its operations.

Sincerely,

GLOBAL YATIRIM HOLDINGS A.Ş.



Kerem ESER
Finance Director



Mehmet KUTMAN
Chairman

DECLARATION OF INDEPENDENCY

I hereby declare that during my office term at Global Yatırım Holdings A.Ş.

I have not served as a Board Member for a period longer than six years,

No employment, capital or significant commercial relationship between the Company, any of the related parties or legal persons with whom the shareholders controlling, directly or indirectly, 5% or more of the Company's capital have relations in terms of management or capital, and myself, my spouse and my relatives by blood and by marriage up to third degree has been established, directly or indirectly, during the last five years,

During last five years, I was not employed and did not serve as a Board Member at companies who conduct the Company's operations and organization, completely or partially, pursuant the agreements signed, particularly the companies carrying out the auditing, rating and consulting services for the Company,

During last five years, I did not serve as partner, employee or Board Member at any of the companies providing goods and services to the Company at a considerable extent,

If I am a shareholder of the Company by virtue of my position as a Board member, my participation rate is less than 1% and there is no privilege rights in such shares,

I have acquired professional training, knowledge and experience required to perform the tasks I will take as an Independent Board Member,

I am not serving on full-time basis at public institutions and establishments, as of the date of my nomination and during my office term, upon my appointment,

As per the Income Tax Law, I am considered to be settled in Turkey,

I possess strong ethical standards, professional reputation and experience to make positive contribution to the Company's operations, to maintain objectivity during conflict of interest that will arise between Company shareholders and to be able to decide freely taking into account the stakeholders' benefits;

And consequently I will perform my duties, being a Board Member, as an Independent Board Member.



Jerome Bayle
Independent Board Member



Oğuz Satıcı
Independent Board Member

INTERNAL CONTROLS: RATIONALIZATION

During 2014, Global Investment Holdings continued to follow Group-wide risk management and internal control policies. The previously applied corporate codes of conduct were systematically followed, including the internet usage restrictions, proprietary trading limits and guidelines and management reporting systems. An organization-wide company assets security awareness initiative, that included information and information systems, was provided.

Furthermore, the current internal control system, particularly increasing the efficiency and productivity of Group operations, maintaining reliability in financial reporting and compliance with the law and legislation, is being audited by the Internal Audit Team in accordance with the annual internal audit plan, and the outcome of the audit findings are reported to the Board of Directors. Those risks that prove to be crucial within the framework of corporate risk management in the aforementioned annual internal audit plan are prioritized.

At the request of the Board, the Internal Audit Team has coordinated and performed different audit engagements in 2014 in order to detect potential risks within the Group companies and Head Office Departments as well. The Internal Audit team has taken the necessary measures both at the holding level and at the individual company level to implement efficient risk management tools through its internal audit technical implementations. The Team is going to accomplish a broad range of internal audit assignments during 2015 according to the annual audit plan.

FINANCIAL OVERVIEW

Global Investment Holdings' net revenues reached TL 356.7 million compared to TL 247.3 million last year, representing an increase of 44%. This increase is due to robust operating performance of all business divisions in the Group with Port and Energy Divisions specifically being the largest contributors to consolidated revenues.

Earnings Before Interest, Tax, Depreciation and Amortization (EBITDA) amounted to TL 110.5 million. 2014 EBITDA includes goodwill gains from asset acquisitions, as well as non-recurring project expenses, provisions and write-offs, amounting to a net TL 7.5 million. Adjusting for such one-off items, operational EBITDA in 2014 was TL 103.0 million, compared to TL 64.1 million in 2013, representing an increase of %61.

On a divisional basis, the Group's Port Division EBITDA reached TL 159.8 million in 2014, including the TL 51.9 million in negative goodwill gain from the acquisition of Creuers (Barcelona, Malaga, Singapore), and TL -19.0 million project expenses related with acquisitions and capital markets. The comparable figure for the same period for 2013 was TL 158.1 million, including TL 64.2 million goodwill gain from Port of Bar and Creuers acquisitions. Adjusted for non-recurring items, operational EBITDA of the Port Division in 2014 was TL 126.9 million, compared to TL 94.0 million in 2013, representing an increase of 35%. On a pro-forma basis (with full year Creuers effect) 2014 operational EBITDA would be TL 153.4 million.

The Energy Division's revenues posted a significant turnaround in 2014, surging 105% over the same period of 2013. Division revenues consisted of mainly sales from CNG and mining operations, yet Naturel gaz contributed the most, as CNG sales volumes almost tripled to 83.0 million m³ in 2014. Reported EBITDA of the Division totaled TL 12.0 million, compared to a negative TL -1.4 million in the same period of 2013, adjusted for goodwill gains from asset acquisitions.

Finally, GIH reported a consolidated net loss of TL 72.7 million in 2014, compared to a net profit of TL 38.2 million in 2013. The main reasons behind the decrease were non-cash depreciation and foreign exchange charges, and increase in net interest expenses. Depreciation and amortization charges have increased from TL 59.9 million in 2013 to TL 94.6 million in 2014. Tariffs and pricing in Group's port and mining operations provide a natural hedge against fluctuations in TL's value against hard currencies. Functional currencies of such entities are mainly in US Dollar and in Euro, which generated TL 45.4 million gain accounted for under the equity. On the other hand, as of 31 December 2014, Group had an unhedged net short FX position of TL 224.6 million in value, related with long term bank loans mainly at Holding solo and certain energy subsidiaries level, creating TL 10.3 million non-cash foreign exchange losses. Also, the Group has incurred TL 82.1 million net interest expenses in 2014, where the increase compared to last year is related with new acquisitions predominantly in port division, as well as capex investments in Group's pursued energy and real estate assets.

DISCLAIMER

The projects and activities described in this Annual Report are undertaken through a number of different companies (“Affiliates”) affiliated with Global Investment Holdings A.Ş. (the “Global Investment Holdings Group” or the “Company”), also referred to herein, together with such Affiliates, as the “Group.”

Unless otherwise specified, the information in this Annual Report is given as of 31 December 2014. The terms “current” and “currently,” respectively, denote the status of the related information as of the time this Annual Report goes to print.

The currency of the Republic of Turkey (“Turkey”) is Turkish Lira (“TL”), which was introduced as of 1 January 2009 upon the conversion of the New Turkish Lira (“YTL”) on a one-to-one basis. Solely for convenience, certain Turkish Lira amounts herein have been converted into US Dollars (“US\$”) based on the official US\$/TL exchange rate announced by the Central Bank of Turkey as of such relevant date or the average official US\$/TL exchange rate for the respective period, except where otherwise specified. No representation is being made that any such TL amount was, or could have been, converted into US\$ at such rate or otherwise.

This Annual Report contains certain forward-looking statements, which typically include words such as “intend,” “expect,” “anticipate,” “plan,” “project,” “target,” and “scheduled.” Such statements are based on the expectations of Company management as this Annual Report goes to print, and such statements are inherently subject to operating risks, including factors beyond our control, such as general economic and political conditions; the volatility of market prices, rates and indices; legislative and regulatory developments; and to our own ability to attract and retain skilled personnel; to source, structure and procure financing for projects; to implement optimal technology and information systems; and otherwise to operate successfully in a competitive marketplace. Consequently, our results may vary significantly from time to time and we may not be able to achieve our strategic objectives.

Global Investment Holdings is incorporated in Istanbul, Turkey. The registered address of the company’s headquarters of the is Rıhtım Caddesi No: 51, Karaköy 34425, Istanbul, Turkey. Global Investment Holdings is subject to regulation by the Turkish Capital Markets Board (“CMB”) and the Borsa Istanbul. Other Group companies are subject to the regulations of the capital markets or other regulatory authorities having jurisdiction over them.