


GLOBAL PORTS HOLDING PLC

CERTIFICATE OF THE CHIEF LEGAL COUNSEL

I, Ece Gürsoy, being the Chief Legal Counsel of Global Ports Holding PLC, hereby certify that the following specimen signatures are true copies of the signatures of the individuals whose names appear beside them, and that such individuals continue to be authorised in accordance with the attached power of attorney dated 13 December 2019:

Mehmet Kutman (Chairman)



Signed: 
Dr Ece Gürsoy, Chief Legal Counsel

Date: 17.01.2020

This Power of Attorney is dated 13 December 2019

Granted by:

Global Ports Holding PLC, a company incorporated under the laws of England and Wales with registered number **10629250** (the "**Principal**"), having its registered office at 3rd Floor, 34 Brook Street W1K 5DN London - UK.

1. Appointment and powers

The Principal hereby appoints HİLMİ EMRE SAYIN of Ortaköy Mah. Okul Yolu Sk. No: 49E/7 Beşiktaş, Istanbul, Turkey and FERDAĞ ILDIR of Meşrutiyet Mahallesi, Valikonağı Caddesi, No. 109/D7, Şişli, Istanbul, Turkey jointly and severally as its attorneys (the "**Attorneys**") and in the Principal's name or otherwise and on its behalf:

- 1.1 to consider, settle, approve, sign, execute, deliver and/or issue all agreements, documents, certificates and instruments (in each case, whether as a deed or not) in connection with any transaction up, or equal, to the value of \$250,000 (two hundred fifty thousand US dollars) (a "**Transaction**");
- 1.2 to take any steps or do anything which either Attorney in his or her absolute discretion considers desirable in connection with the implementation of a Transaction;
- 1.3 to consider, settle, approve, sign, execute, deliver and/or issue all agreements, documents, certificates and instruments (in each case, whether as a deed or not) in connection with any transaction above the value of \$250,000 (two hundred fifty thousand US dollars) (a "**Significant Transaction**"), provided that said agreements, documents, certificates and instruments documents are also approved, signed, executed or issued by any one of Mehmet Kutman, Aysegul Bensel or Ercan Nuri Ergul; and
- 1.4 to take any steps or do anything which either Attorney in his or her absolute discretion considers desirable in connection with the implementation of a Significant Transaction, provided that any such steps or actions are also consented to by any one of Mehmet Kutman, Aysegul Bensel or Ercan Nuri Ergul.

2. Authority of joint attorneys

All actions authorised by this power of attorney may be taken by either of the Attorneys. Any and all acts done, decisions made and instruments or other documents executed pursuant to this power of attorney by either of the Attorneys shall therefore be as valid and effectual as though done by both Attorneys.

3. Duration

This power of attorney shall expire 12 (twelve) months from today's date.

4. Ratification

The Principal undertakes to ratify and confirm whatever the Attorneys or either of them do or purport to do in good faith in the exercise of any power conferred by this power of attorney.

5. Validity

The Principal declares that a person who deals with either Attorney in good faith may accept a written statement signed by that Attorney to the effect that this power of attorney has not been revoked as conclusive evidence of that fact.

6. Indemnity

The Principal undertakes to indemnify the Attorneys fully against all claims, losses, costs, expenses, damages or liability which either of them sustain or incur as a result of any action taken by either of them in good faith pursuant to this power of attorney (including any cost incurred in enforcing this indemnity).

7. Governing Law

The construction, validity and performance of this power of attorney and all non-contractual obligations (if any) arising from or connected with this power of attorney shall be governed by the laws of England.

This document has been executed as a deed and is delivered and takes effect on the date stated at the beginning of it.

EXECUTED as a deed by
Global Ports Holding PLC
acting by

Mehmet KUTMAN


.....
Director / Chairman

and

Aysegul BENSEL


.....
Director / Vice Chairman