ANNUAL REPORT 2023

GLOBAL PORTS
HOLDING PLC

Global Ports Holding PLC is the world's largest independent cruise port operator.

We have an established presence in the key cruise markets of the world.

Global Ports Holding ('GPH') serves the needs of the world's cruise lines, ferries and megayachts through interests in a strategically located network of ports in 14 countries.

We offer our customers and their passengers leading levels of service, tailored to their needs, delivered with leading standards of safety, security and performance worldwide. At the same time, our 'all stakeholder' philosophy brings a mindful approach to the development and promotion of our destinations.

213.6
Revenue (USD million)
+66%

117.2
Adjusted revenue (USD million)
+191%

72.7
Adjusted EBITDA (USD million)
+937%

62.0%
Adjusted EBITDA margin

CONTENTS

Our global enterprise

Read more on our
Operational review on pages 50 to 55

Our new additions to the network

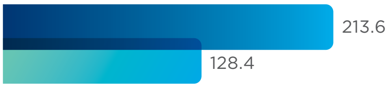
Read more on our
new ports on page 25

Activity levels across the global cruise sector increased significantly during the Reporting Period. The global cruise fleet returned to sailing as Covid-19 travel restrictions were phased out. Occupancy rates, which were depressed at the start of the Reporting Period, increased steadily, driving a significant increase in the volume of passengers we welcomed to our ports. We made significant progress in growing the number of cruise ports in our network, with the signing of concession agreements for Alicante Cruise Port, Fuerteventura Cruise Port, Lanzarote Cruise Port and Las Palmas Cruise Ports in Spain; Prince Rupert Cruise Port, Canada; and San Juan Cruise Port, Puerto Rico.

2023 2022

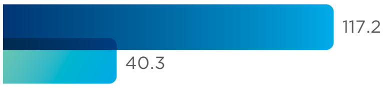
Revenue (USD million) +66%

213.6



Adjusted revenue (USD million) +191%

117.2



Adjusted EBITDA (USD million) +937%

72.7

Adjusted EBITDA margin (%)

62.0%

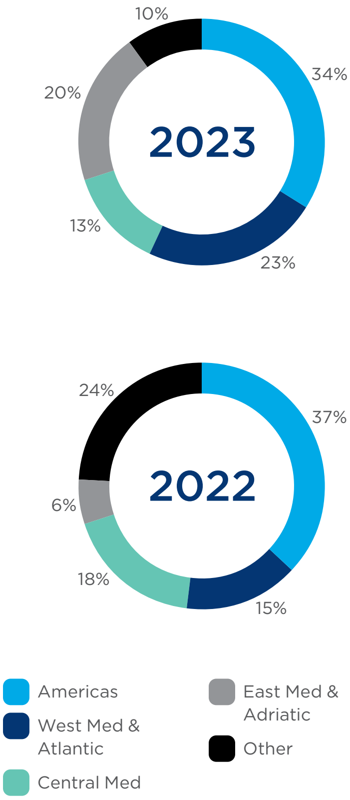
Operating profit (USD million)

28.2

Loss after tax (USD million)

10.5

Adjusted revenue breakdown (%)



Group highlights

- Activity levels across all our cruise ports increased significantly during the Reporting Period.
- Occupancy rates at our ports rose steadily over the Reporting Period, driven by the easing of travel restrictions and the measured build-up of cruise line operations.
- Adjusted revenue, which excludes IFRIC 12 construction revenue, was USD 117.2 million for the 12 months to 31 March 2023, compared with USD 40.3 million in the prior Reporting Period (12 months ended 31 March 2022). Total revenue was USD 213.6 million for the 12 months to March 2023, compared with USD 128.4 million.
- Segmental EBITDA of USD 80.0 million was up strongly on the USD 12.9 million in the prior Reporting period, generating a segmental EBITDA margin of 68.3%.
- Adjusted EBITDA rose strongly to USD 72.7 million compared with USD 7.0 million in the prior Reporting Period.
- Loss before tax of USD 9.5 million compared with a loss of 43.9 million in the prior Reporting Period. Underlying profit for the Reporting Period was USD 13.5 million.
- Passenger volumes rose strongly, our consolidated and managed portfolio ports welcomed 9.2 million passengers, a 281% increase on the prior Reporting Period.
- Passenger growth was positive in all regions and ports, however the growth at Ege Cruise Port and Nassau Cruise Port was particularly strong.
- Our investment programme in Nassau was largely completed during the Reporting Period. We were delighted to open the new arrivals terminal shortly after the end of the Reporting Period and we welcomed local and industry stakeholders to the official opening of the new facilities in May 2023.
- Our strategic ambition to grow the number of cruise ports in the network took a significant leap forward, with the addition of seven cruise ports. Alicante Cruise Port, Fuerteventura Cruise Port, Lanzarote Cruise Port, Las Palmas Cruise Port, Tarragona Cruise Port and Vigo Cruise Port in Spain all joined the network during the Reporting Period. We also added our first cruise port in North America, Prince Rupert Cruise Port, Canada.
- In addition we signed a concession agreement for San Juan Cruise Port, Puerto Rico and a Memorandum of Understanding (MoU) for St Lucia Cruise Port, St Lucia, with both expected to join the network in the 2024 Reporting Period.
- Shortly after the Reporting Period's end, we completed a 19-year extension for Ege Cruise Port.

Current trading and outlook

- The near-term and long-term outlook for the cruise industry is very positive.
- Near-term, the global cruise fleet is now fully redeployed, occupancy rates are generally back above 100%, and many cruise lines have broken booking records for the 2023 season. Industry passenger volumes in the 2023 cruise season are expected to hit record levels and in the 2024 Reporting Period GPH expects to welcome a record 11.8 million passengers to its ports.
- Long-term, the cruise ship order book remains strong and signals continued growth in the industry's capacity for many years to come.
- The continued growth of the cruise industry means the cruise port industry must invest in port infrastructure and operating capabilities so that it can successfully manage this expected growth.
- We believe GPH is well-positioned to play a pivotal role in this process and are confident of further delivery of our inorganic growth strategy in the years ahead and look forward to a record performance in the 2024 Reporting Period.

Rise in cruise passengers
We were delighted to welcome 9.2 million passengers to our ports, a significant increase year-on-year. We expect to deliver further strong passenger growth in the Reporting Period ahead.

New ports added
We added seven cruise ports to our network during the Reporting Period and await closing on a further two ports.

Record/further significant port investment
We continued to invest in transforming our ports, investing USD 98.1 million in our ports in the Americas.

9.2m
Passengers – a record number of passengers handled by GPH

$117.2m
Adjusted revenue rose 191%, driven by the significant increase in cruise activity

7
New cruise port operations were added during the Reporting Period

Ege Port Kusadasi

A TURKISH JEWEL IN THE CROWN

Ege Port Kuşadası welcomed a strong recovery in cruise passenger volumes during the Reporting Period.

Unrivalled
Ege Port Kuşadası (Ege Port) is the jewel in the Turkish cruise port crown. The port is in the beach resort town of Kuşadası on the Western Aegean. It is the gateway to numerous historical sites, including the ruins of the ancient city of Ephesus and the house of the Blessed Virgin Mary.

As well as offering an exciting and inspiring shore excursion programme, the port has an extensive retail offering at the Scala Nuova Village, which is ever popular with passengers.

Ege Port is where it all began for GPH in 2003. As GPH has grown to become the world's largest independent cruise port operator, Ege Port has remained a key port within our network. In the Reporting Period, Ege Port recovered strongly from Covid-19 and the geopolitical issues that had held back passenger volumes at the port since 2017, delivering a record performance when it welcomed 600,000 passengers in the Reporting Period.

Shortly after the end of the Reporting Period, we successfully extended our concession for Ege Port, by an additional 19 years, to 2052. In exchange for the extension of the original concession, Ege Port paid an upfront concession fee of 725.4 million TRY (USD 38 million). Ege Port also committed to investing up to 10% of the upfront concession fee within the next five years into improving and enhancing the cruise port and retail facilities at the port. In addition, Ege Port will pay an additional concession fee equal to 5% of gross revenues during the extension period starting after July 2033.

Further investment
The strong passenger volumes experienced in the Reporting Period are expected to continue. To support this volume, we are planning some small investments into our facilities at the port.

This investment includes a new check-in hall and luggage screening area and x-ray equipment. We also plan to expand and improve the shopping experience within the terminal with a new duty-free area and a 'walkthrough' concept.

Ege Port has delivered significant growth in cruise passenger volumes

2023 Reporting Period passenger volumes

0.6m

2022 Reporting Period passenger volumes

0.01m

2019 Reporting Period passenger volumes

0.3m

SAILING INTO THE CANARY ISLANDS

Our entry into the Canary Islands cruise market is an exciting expansion of our cruise port network.

During the Reporting Period, GPH's joint subsidiary, Global Ports Canary Islands S.L., an 80:20 joint venture between GPH and our local partner Servicios Portuarios Canarios, signed a concession agreement and began operating three cruise ports in the Canary Islands.

The agreement covers Fuerteventura Cruise Port and Lanzarote Cruise Port under 20-year concessions and Las Palmas Cruise Port under a 40-year concession. These ports welcomed ca. 1.5 million passengers in 2019 and are the third busiest in Spain by passenger volume, behind only Barcelona Cruise Port and the Balearic Islands and in the top 20 in Europe. The ports are key destinations for Southern Atlantic itineraries, with strong airlift connectivity, particularly to mainland Europe making Las Palmas a key turnaround port in the region.

Winter destination
The mild winter climate in the region means that cruising volumes are generally strongest during the winter season, providing a nice balance to our other European ports, which are quieter during the winter months. The joint venture will invest up to approximately EUR 42 million into constructing new cruise terminals in Las Palmas Cruise Port and Lanzarote Cruise Port and demountable terminal facilities in Lanzarote Cruise Port and Fuerteventura Cruise Port.

The sustainability of our operations is a key consideration for the Board and Senior Management. This project will focus on positioning the ports for a sustainable future through the use of sustainable resources, including the new 14,400m^2 terminal at Las Palmas Cruise Port which will utilise onsite generated sustainable energy and will be built using recycled materials.

GPH plans significant sustainable investment in the cruise port facilities

Planned investment

EUR 42m

Number of cruise ports

3

New terminal buildings

2

The Canaries are very popular for winter cruising vacations due to the archipelago's mild climate.

Nassau

A PORT TRANSFORMED

Nassau Cruise Port is a port that has been transformed into one of the world's leading cruise ports.

Nassau Cruise Port has been transformed under GPH's stewardship.

Our investment into this port has created a world-class cruise port, with enhanced capacity and redeveloped and extended recreational, entertainment, shopping and food and beverage areas.

Marine works
Our investment into the port included a significant enhancement to the marine infrastructure. We repaired and extended the Prince George Wharf and expanded the port's capacity by adding a new sixth berth. The addition of this sixth berth created the capacity for the port to accommodate up to three Oasis-class vessels simultaneously.

In addition, we repaired and improved the surface of all the piers and installed 1,735 feet of shade pergolas along the piers.

Landside
Our work to transform the landside and the passenger experience included significant land reclamation work to expand the footprint of our landside facilities. Our completed facilities include a new three-storey terminal building, a Junkanoo museum, event and entertainment spaces, an amphitheatre, unique local stores, and new food and beverage facilities.

We have worked closely with local vendors, including providing training where necessary, to ensure that the retail offering provides a high-quality local Bahamian experience for the cruise passengers.

Record breaking
The return to uninterrupted cruising during the Reporting Period meant that the increased capacity at the port, created by our investment, was able to set a number of records.

In December 2022, the port welcomed six cruise ships simultaneously on two consecutive days, a first for the port. And shortly before the end of the Reporting Period, the port hosted 28,554 cruise passengers on the same day, setting a new record for the port. Including the crew count, this figure increases to close to an incredible 40,000 people.

Nassau Cruise Port, transformed into one of the world's leading cruise ports

2023 Reporting Period passenger volume

3.8m

2022 Reporting Period passenger volume

1.3m

Berths

6

Where we operate

A GROWING GLOBAL NETWORK

A globally diversified cruise port network with operational and management synergies.

27
We operate or invest in 27 ports worldwide

14
Countries

As the world's leading cruise port operator, Global Ports Holding has an established and growing presence in the Mediterranean, the Americas, the Caribbean and Asia-Pacific regions.

The meaningful return to cruising in the Reporting Period resulted in a significant increase in activity levels across GPH's cruise port network.

Our inorganic growth strategy made further significant progress during the Reporting Period. This expansion was particularly strong in Spain, where we added Alicante Cruise Port, Fuerteventura Cruise Port, Lanzarote Cruise Port, Las Palmas Cruise Port, Tarragona Cruise Port and Vigo Cruise Port. We also added our first cruise port in North America, Prince Rupert Cruise Port, Canada.

In addition, we signed a concession agreement for San Juan Cruise Port, Puerto Rico and a MoU for St Lucia Cruise Port, St Lucia. Both ports are currently expected to join the network before the end of the 2024 Reporting Period.

- **Unrivalled size and reach:** GPH operates the world's largest independent cruise port network. Our strong presence in the world's leading cruise markets and strong track record of infrastructure investment and operational know-how represent a barrier to entry for aspiring competitors.
- **Long-term revenues:** The concessions we operate are long term in nature.
- **Year-on-year organic expansion:** The number of cruise ships continues to grow, and the ships are getting larger, leading to increased demand for new and comprehensive port infrastructure and services.
- **Ancillary revenue growth:** There are significant opportunities to grow ancillary services at our ports and third-party operated ports.
- **A single, effective Group:** Our unified approach opens up operational synergies, global standards and best-practice sharing across our network.
- **Flexible business model:** Our business model is inherently flexible. A significant portion of our costs rise and fall with cruise ship calls and passenger volumes.
- **Strong cash-generative business model:** Our business model requires low working capital and limited maintenance Capex, ensuring strong cash conversion.
- **Market leader:** The growth and size of our network, coupled with our unrivalled success in investing and transforming cruise port infrastructure, supported by a proven management team with deep experience in port investments, operations and marketing, makes GPH the demonstrable market leader.

Port network
The map shows the location of each port that GPH operates or invests in as of 31 March 2023.

○ Cruise port
● Commercial port

WE FOCUS ON GENERATING BOTH ORGANIC AND INORGANIC GROWTH

WHAT WE DO

We consider our cruise revenue based on two defined segments:

1. **Primary port revenue:** revenue mainly derived from handling cruise ships and their passengers and crew through terminal services, port services and marine services.

   These revenues are generated primarily through per passenger charges for a range of core services at each port.

   Examples of primary port services:
   - **Terminal services:** embarkation and disembarkation services, check-in, luggage operations and security;
   - **Port services:** berthing and mooring; and
   - **Marine services:** pilotage and towage.

2. **Ancillary revenue:** revenue from a portfolio of additional services offered at each port.

   Examples of ancillary services:
   - **Ancillary port services:** stevedoring and waste removal;
   - **Destination & shoreside services:** guest information centers and transportation services;
   - **Area & terminal management:** retail & duty-free shops, and food & beverage outlets;
   - **Crew services:** catering, crew lounges and transportation.

GPH will partner with local stakeholders to deliver these services, providing an authentic local experience in the port and helping to integrate the port into the fabric of the local economy.

The services available at each port may vary according to the specifics of the concession or management agreement as well as the physical layout and location of the port. The focus is on providing the most efficient, flexible and value-added services at each port.

Cruise port development: Our inorganic growth strategy is a core component of our business model and strategy. We transform cruise ports through carefully considered investment in a port's infrastructure and the adoption of our global standards and best-practice sharing from across our network.

Our mission and our values underpin our business

Read more on page 19

Our organic growth strategy focuses on attracting more cruise calls and passenger volumes through our superior service proposition at our well-invested ports and the successful marketing of our ports and destinations. We then target growth in revenue yield per passenger primarily through the introduction and expansion of our primary port services and ancillary services offerings.

Our inorganic strategy focuses on carefully targeted expansion of our cruise port network, primarily through long-term concessions. We then enable each port to reach its full potential. Where appropriate, we invest significantly in enhancing, expanding and transforming the cruise port infrastructure, before harnessing our global best practice and experience to generate strong returns.

KEY INPUTS & DRIVERS

Cruise passenger volumes

The most important driver of our cruise operations is cruise passenger volumes. They underpin most of our revenue and are the key to successfully delivering organic growth. Passenger volumes are driven by the number of calls at our ports, each ship's capacity and occupancy rate.

Typically, cruise lines set itineraries 12–18 months in advance, and cruise ships sail with occupancy levels of over 100%, which provides good short-to medium-term visibility on our most important driver of our business.

In the medium to long term, growth in passenger volumes across the industry is supported by the global cruise ship order book and the rising number and capacity of the cruise ships coming to the market. This visibility over future industry growth is invaluable for anticipating trends and is crucial for the long-term planning of all stakeholders.

We explore this in detail in the Market review on pages 46 to 49.

Ancillary services

In addition to our primary port revenue, ancillary revenues are central to our business model, improving each port's profitability and guest experience through destination & shoreside services, area & terminal management services, and crew services.

Costs

Flexible costs are a vital component of our model and success. Our ports always contend with monthly, weekly and daily changes in resourcing needs. A significant share of our costs rise and fall with volume, using third parties and contractors to best match the ports' staffing needs daily.

Cruise infrastructure development

The rising number and capacities of cruise ships are creating exciting opportunities and potential risks for cruise ports. The current infrastructure at many ports cannot handle the size of ships or the number of passengers they will bring. Significant investment in cruise port infrastructure will be critical to many cruise ports maintaining their place in the industry. This investment need is a significant driver of new port opportunities for GPH.

Competitive advantage

Our cruise ports are located in some of the world's most enticing, must-see destinations. One cannot replicate the allure of these destinations just anywhere. The waterfronts surrounding our ports are nearly always largely developed and carefully protected, creating a significant competitive advantage.

Creating value and delivering for our customers and stakeholders

Our global operating procedures bring best practice to a port, learned and honed from our experiences worldwide in a way a singular port would find hard to achieve.

Our 'all stakeholder' approach brings a mindful approach to developing cruise ports and promoting our destinations. By addressing every stakeholders' needs – passengers, cruise lines, crew, ports, regulators and destinations – we believe we create a virtuous circle with benefits for all.

OUR USPs

Size and scale
We are the world's largest independent cruise port operator. We have a proven track record of transforming cruise ports and terminals into world-leading destinations and delivering excellent customer experiences. Due to our reputation as a leading and reliable port operator, GPH is the natural partner for cruise lines and local stakeholders.

Operational excellence
We excel at operating our ports and running them professionally and safely. We are significant investors in optimisation technology, including our proprietary GPH Health, Safety and Environmental (HSE) Policy and cloud-based port operating systems. We understand all stakeholders' needs and bring a mindful 'all stakeholder' approach to developing destinations.

Modern infrastructure
GPH brings significant cruise port investment experience to our destinations. Where appropriate, we invest significantly in enhancing and expanding cruise port infrastructure, with state-of-the-art cruise terminals and modern and energy-efficient equipment, increasing capacity and driving a step change in the cruise lines and passenger experience, while simultaneously increasing the economic benefit of cruise passengers to the destination.

Marketing and influential strength
Our local management teams leverage our centralised marketing capability to promote and present a superior branded value proposition for our destinations and all stakeholders as an integrated cruise port network.

Our strategy

Read more about our strategy on pages 22 to 27

OUR STAKEHOLDERS

Passengers
We aim to deliver a great experience at every port for every passenger. We believe our focus on well-invested terminals, complemented by the provision of a portfolio of ancillary services, plays a key role in passenger satisfaction with both the port and destination.

Cruise lines
Cruise lines are both our customers and our partners. Our focus on global best practice operating standards ensures a uniformity of the services and service levels that a cruise line experiences at our ports. Our well-invested facilities increase a destination's attractiveness to its passengers, and our ancillary services improve passenger satisfaction.

Staff and contractors
Our people are central to our business, and we have a diverse direct and indirect workforce who all play a role in developing and maintaining the culture of our business. We aim to create an environment where our people feel valued and are encouraged to develop and grow their careers. The health & safety of everyone who works at or passes through one of our ports is our single most important priority. Our HSE Manual, based on international standards, is constantly reviewed and refined if necessary. Read more on pages 60 to 66.

Government
Local and central governments are key stakeholders in our ports. We drive economic growth in their local communities by attracting rising passenger volumes and increasing passenger spend in local economies. We work closely with local and central governments, often providing a significant investment that ensures their cruise port's and local tourism industry's future for decades ahead.

Local communities and local stakeholders
While tourism brings vital income, employment and multiplier effects to local communities, we are also sensitive to our local communities and stakeholders' broader needs. We work hard to ensure that passenger numbers benefit the local economy without putting undue pressure on the local environment.

Our HSE Manual sets down recognised procedures for protecting the environments in which we operate. Where possible, we work with all stakeholders on sustainable processes and solutions, such as clean energy provision at our ports. Read more about our Environmental Policies on pages 60 to 66.

Our ports regularly engage and work with their local communities to raise funds and help local people and charities. You can read more about our corporate responsibility on pages 60 to 69.

Our stakeholders

Read more about how we engage with our stakeholders on pages 56 to 59

STRUCTURAL GROWTH RETURNS

During the Reporting Period, we welcomed the continued easing and eventual lifting of global travel restrictions, the steady return of the global cruise fleet to sailing, and a consistent increase in cruise passenger volumes as occupancy rates rose. By the end of the Reporting Period, our journey to recovery was complete.

We welcomed 9.2 million passengers at our consolidated and managed ports in the Reporting Period, with 2.5 million passengers handled in the three months to 31 March 2023, compared to a previous high for this period of 1.8 million.

By the end of the Reporting Period, we had achieved a number of significant milestones for the Group:

- Welcomed 9.2 million cruise passengers across our consolidated and managed portfolio.
- Nassau Cruise Port had several days of hosting six cruise ships simultaneously and welcomed over 28,000 passengers in a single day.
- In May 2023 the port hosted its grand opening party, welcoming over 500 local and industry partners to experience new upland facilities and the fantastic experience that now awaits cruise passengers at the port.
- Seven new cruise ports added to our network, including our first in North America.
- Concession agreement signed for San Juan Cruise Port and an MoU for St Lucia Cruise Port.
- Shortly after the end of the Reporting Period, we extended our concession for Ege Port, by 19 years.

The scheduled growth in the global cruise fleet in the year ahead will drive available berth capacity across the industry to new highs and with strong forecast growth for the global cruise fleet and 11.8 million passengers expected at our consolidated and managed ports in the 2024 Reporting Period, we look towards the future with confidence.

GPH is well-positioned for further significant growth. We look forward to the future with excitement and optimism.

Mehmet Kutman, Executive Chairman, CEO and Co-Founder

Significant expansion

Inorganic growth is a core component of our strategy, and we remain very focused on the continued successful delivery of our inorganic growth strategy. We believe that the growth and size of our network and our unrivalled experience and success in investing and transforming cruise port infrastructure makes GPH the demonstrable market leader in cruise port development.

Cruise ports are facing both exciting prospects and potential challenges due to the growing number and capacity of cruise ships. Many ports' current infrastructure cannot support the growing size of the latest cruise ships or the anticipated influx of passengers that the higher ship capacities will bring. As a result, many cruise ports will need to make significant infrastructure investments if they want to remain competitive and relevant. This need for investment into port infrastructure and the benefits to all stakeholders of the adoption of global best practice is a significant driver of GPH's pipeline of new port opportunities.

The impact of this growth and expansion of the industry was seen throughout our port network in a series of records during the Reporting Period. Nassau Cruise Port has hosted a record six cruise ships simultaneously and, in February 2023, welcomed a record 28,554 cruise passengers in a single day. Zadar Cruise Port, Croatia, hosted a record four cruise ships in a single day, and Ege Port in Türkiye, welcomed Odyssey of the Seas, the largest-ever cruise ship to call at a Turkish port. Kalundborg Cruise Port, Denmark, hosted AIDAnova, the largest ship ever to call at the port.

At the start of the Reporting Period, Tarragona Cruise Port, Spain joined the network following the signing of a 12-year concession with a six-year extension option. Through a 50:50 joint venture with local partners, we started non-exclusive cruise port operations at Vigo Cruise Port, Spain, under a concession agreement that currently runs until the end of 2024.

In August 2022 we added three ports in the Canary Islands, Spain when our 80:20 joint venture between GPH and our local partner Servicios Portuarios Canarios, signed three concessions. We signed 20-year concessions for Fuerteventura Cruise Port and Lanzarote Cruise Port and a 40-year concession for Las Palmas Cruise Port. Our Spanish operations expanded further when the same joint venture signed a 15-year concession for Alicante Cruise Port in March 2023.

In addition, we signed a 30-year concession agreement for one of the largest cruise ports in the Caribbean, San Juan Cruise Port, Puerto Rico. Closing of this agreement is expected in the 2024 Reporting Period for what is a strategically important port in the Caribbean.

San Juan Cruise Port is perfectly positioned to be included in both Eastern Caribbean and Southern Caribbean itineraries, and its airport and hotel infrastructure, combined with the fact that Puerto Rico is a US territory, means it is also an attractive and popular homeport destination.

Ege Port concession extension

Shortly after the end of the Reporting Period, GPH extended its concession agreement for Ege Port, the jewel in the Turkish cruise port crown.

The concession agreement was due to expire in July 2033, and following this extension agreement, it will now expire in July 2052. In addition to increasing the length of the concession, the extension process resulted in GPH increasing its equity stake in the port to 90.5% from 72.5%.

In exchange for extending the existing concession agreement, Ege Port has paid an upfront concession fee of TRY 725.4 million (USD 38 million) and will pay a variable concession fee equal to 5% of its gross revenues during the extension period starting after July 2033. In addition, Ege Port has committed to invest up to a further 10% of the upfront concession fee within the next five years into improving and enhancing the cruise port and retail facilities at the port.

We also extended at no cost our concession at Cagliari Cruise Port for two years to December 2029.

Cruise operations

Across our consolidated and managed port network we welcomed 9.2 million passengers in the Reporting Period, a 281% increase on the prior Reporting Period. Delivering Adjusted revenue of USD 117.2 million and Adjusted EBITDA of USD 72.7 million, materially ahead of, post 2022 full year results, market expectations.

As travel restrictions were removed during the Reporting Period, we experienced a significant increase in cruise activity across our network.

And as cruise line operations normalised and booking trends returned to pre-pandemic norms, this increased activity led to a significant increase in passenger volumes as cruise ship occupancy rates rose.

Trading in the Americas was particularly strong, with 4.4 million passengers welcomed at our ports in this region. The work to transform Nassau Cruise Port is now complete. In May 2023 the port hosted its grand opening party, welcoming over 500 local and industry partners to experience new upland facilities and the fantastic experience that now awaits cruise passengers at the port

The addition of this port to the network in 2019 was a pivotal moment for GPH and the completion of this port's transformation is of equal importance. It is a clear demonstration of our port investment and transformation capabilities.

Board and management

In May 2022, Emre Sayin, CEO, stepped down from his role to pursue new business opportunities. At this time, I took on the Chief Executive role. I want to thank Emre on behalf of the Board of Directors for his commitment and leadership throughout his tenure at GPH.

Aborted takeover

As reported in our 2022 Annual Report, on 15 June 2022, GPH confirmed that it had received an approach regarding a potential cash offer for all of the shares in the Company by SAS Shipping Agencies Services Sarl (SAS), a wholly owned subsidiary of MSC Mediterranean Shipping Company. On 12 July 2022, GPH's Board of Directors announced that it had terminated these talks, and SAS confirmed that it did not intend to make an offer for GPH.

Strategic review

In January 2023, we announced that we were undertaking a strategic review of the Group's current capital and financing structure, including a range of potential corporate activity including strategic investments, joint ventures and new partnerships, for the purpose of exploring ways to maximise value for all stakeholders.

The Board continues to evaluate the optimal balance sheet structure and alternative funding options for the Group to achieve a stable, long-term funding base for the Group.

Sustainability

GPH has always strived to be a good corporate citizen. We take care to minimize the environmental impact of our operations. We work closely with local stakeholders and engage with local charities to raise funds and support our local communities. The safety, health and wellbeing of our people is of paramount importance to the Board and senior management.

We recognize that we face a climate crisis, and there is an urgency to act and for everyone to play a role in transitioning to a low-carbon economy and sustainable business operations. Therefore, we are formalizing our sustainability strategy, including setting and reporting on goals and targets.

We are taking steps to accelerate our sustainability journey. We acknowledge the need to implement the Task Force on Climate-related Financial Disclosures (TCFD) requirements by next year's Annual Report. As a first step, we have created a sustainability working group from across the organization and have appointed independent sustainability consultants to help us on our sustainability journey. During the 2024 Reporting Period, we will undertake our first assessment using the TCFD framework and plan to publish our first report aligned with TCFD requirements in the Group's 2024 Annual Report.

While this will formalize our sustainability strategy, we continue to work on a range of exciting projects, such as those to increase our use of solar power at our ports. During the Reporting Period, our redevelopment at Nassau Cruise Port was selected by Seatrade Cruise as a finalist in the Sustainability Initiative of the Year category. This project includes several substantial eco-friendly design elements, including the production of 1.5MW of solar power, full facility LED lighting, low water usage plans, full facility recycling plans, and incorporation of new green space into the downtown core. At the same time, we have worked closely with the local population to create direct and indirect employment opportunities, including providing training to local vendors.

In addition to GPH's direct environmental impact, we continue to work with governments and local authorities on projects to help facilitate the introduction of low-carbon fuel or power at our ports. In Malta, Infrastructure Malta and Transport Malta's EUR 50 million project to introduce shore power at Valletta Cruise Port, is due to complete soon and is expected to reduce emissions in the Grand Harbour by 90%.

I look forward to reporting on the progress of our sustainability strategy and journey in our 2024 Annual Report.

The future

The outlook for the global cruise industry has perhaps never been stronger.

The global cruise fleet is now fully redeployed, occupancy rates are generally back above 100%, and many cruise lines have broken booking records for the 2023 season.

Looking further into the future, the global cruise industry's medium to long-term structural growth dynamics have been largely unaffected by Covid-19.

The current cruise ship order book indicates that by the end of 2027, passenger capacity across the industry will have grown to over 40 million, a growth rate of 45% from pre-Covid-19 levels.

We expect this growth will be a key driver of positive organic growth at GPH over the medium- to long-term as passenger volumes rise across our port network. Most significantly, we believe that this growth increases the need for cruise ports to invest in their facilities to accommodate the growth in passenger volumes.

GPH's significant experience and know-how in port and destination development, destination marketing and global cruise port operations means we are well-positioned to play a pivotal role in the continued development and growth of the global cruise industry.
We look forward to the future with excitement and optimism.

Mehmet Kutman
Executive Chairman, CEO and Co-Founder

Our 2024 reporting period

- We expect to welcome a record 15.8 million cruise passengers across our network of consolidated, management and equity accounted ports in the 2024 Reporting Period.
- Reach financial close on San Juan Cruise Port, Puerto Rico.
- Sign a concession agreement for St Lucia Cruise Port, St Lucia.
- Conclude our review of Port of Adria, including its potential sale.
- Conclude our strategic review, which includes a range of potential corporate activity including strategic investments, joint ventures and new partnerships.
- Significantly expand our Ancillary Port Services operations.
- Successfully accelerate our sustainability programme.

Our purpose is to be a key enabler of cruise tourism in our destinations for the benefit of all stakeholders.

OUR MISSION

Best operating model
To create the best operating model for ports, and continuously improve by learning from each other and integrating best practices across our facilities.

Best partner/ service provider
To be the best partner to cruise lines, local governments, B2B partners and suppliers, and our localities.

Best customer experience
To provide the best customer experience at our cruise ports.

Best expansion capabilities
To achieve the best M&A and induction capability in the sector, and the best value creation programme for local stakeholders.

OUR VALUES

Leadership and professionalism
We support clear direction, fairness, motivation, inclusive leadership and cultivation of a high-performance environment.

Teamwork and collaboration
We promote a learning culture where we encourage each other to maximise and expand our capabilities.

Getting it done
We practice successful execution, resourcefulness, initiative, corporate entrepreneurship and ownership.

Integrity
We operate with honesty, transparency and open communication.

OUR MILESTONES

2004

- GPH established (commenced operations in Ege Port Kuşadası, in 2003).

2006

- Acquired a 40% stake in Port Akdeniz, Antalya.

2008

- Acquired a 60% stake in Bodrum Cruise Port.

2010

- Acquired the remaining stake in Port Akdeniz, Antalya (59.8%).

2013

- Acquired a minority stake in Creuers (Barcelona, Málaga and Singapore Cruise Ports).
- Won a tender for a 62% stake in Adria-Bar Commercial Port.

2014

- Acquired the remaining stake in Creuers (GPH stake 62%).
- Signed a concession agreement for Lisbon Cruise Terminals (GPH's effective stake: 46%).

2015

- Acquired a 55.6% stake in Valletta Cruise Port.

2016
- Acquisition of Italian portfolio consisting of a minority stake in Venice Cruise Port and controlling stakes in the cruise ports of Ravenna, Catania and Cagliari.

2017
- GPH made its debut on the London Stock Exchange.

2018
- Signed a concession agreement for Zadar Cruise Port, Croatia.

2019
- Signed a port operation and lease agreement for Nassau Cruise Port, Bahamas.
- Signed a concession agreement for Antigua Cruise Port.
- Acquired a 50% stake in La Goulette Cruise Port, Tunisia.
- Awarded a management services agreement for Ha Long Bay, Vietnam.
- Singapore Cruise Port (24.8% stake) concession extended until 2027.

2021
- Sold Port Akdeniz, effectively becoming a pure-play cruise port operator.
- Signed a concession agreement to manage Taranto Cruise Port, Italy.
- Signed a lease agreement for Kalundborg Cruise Port, Denmark.

2022
- Signed a concession agreement for Crotone Cruise Port, Italy.
- Signed a concession agreement for Tarragona Cruise Port, Spain.

2023
- Began operations at Vigo Cruise Port
- Signed concession agreements in the Canary Islands (Fuerteventura Cruise Port, Lanzarote Cruise Port, Las Palmas Cruise Port).
- Signed a terminal operating agreement for Prince Rupert Cruise Port, Canada.
- Signed a concession for Alicante Cruise Port.

DEVELOPING OUR STRATEGY FOR A FOCUSED APPROACH

Our organic growth strategy focuses on attracting more cruise calls and passenger volume through our superior service proposition at our well-invested ports and the successful marketing of our ports and destinations. We then target growth in revenue yield per passenger through our wide range of primary port services and ancillary services.

Our inorganic strategy focuses on the carefully targeted expansion of our cruise port network, primarily through long-term concessions. We enable each port to reach its full potential. Where appropriate, we invest significantly in enhancing, expanding and transforming the cruise port infrastructure, before harnessing our global best practice and experience to generate strong returns.

1. CONTINUED EXPANSION

Continued expansion of our cruise port network through targeted, disciplined new port investments in selective strategic locations in the Caribbean, North America, Europe and Asia.

See case study on page 24

Progress during the Reporting Period

- Added seven new cruise ports during the Reporting Period.
- Signed a 30-year concession agreement for San Juan Cruise Port, Puerto Rico.
- Signed an MoU for St Lucia Cruise Port.

2. CONTINUED TRANSFORMATION

Continued transformation of our cruise port infrastructure and the passenger experience at our cruise ports. Including terminal investment and the roll-out of ancillary revenue opportunities to deliver revenue growth and higher per PAX yield.

See case study on page 26

Progress during the Reporting Period

- Invested USD 98.1 million in our ports in the Americas, the majority of which was invested in Nassau Cruise Port as part of our plans to transform the cruise port experience for cruise lines and cruise passengers at this port.
- Grew the number of ports offering an integrated services package to 15.

3. DELIVERING GROWTH AND CASH

Focusing on delivering growth while maintaining a low-cost and cash-generative business model from operating and managing our network of cruise ports.

See case study on page 27

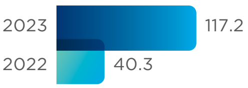
Progress during the Reporting Period

- The removal of Covid-19 related restrictions resulted in a significant increase in cruise activity in the Reporting Period.
- This increased activity resulted in a significant increase in revenue, EBITDA and operating cash flow.
- We successfully added seven new cruise ports to our network during the Reporting Period.
- During the Reporting Period, we invested over USD 100 million in our cruise port facilities.

1. CONTINUED EXPANSION

KPIs

Adjusted revenue (USD million):



Number of cruise ports:

GOALS FOR 2024

- Complete onboarding of recently announced cruise ports.
- Reach financial close for San Juan Cruise Port.
- Close up to two new port agreements, including St Lucia Cruise Port.
- Successfully start construction at the three new ports in the Canaries and complete the new terminal in Tarragona.

PRINCIPAL RISKS

- The legal and regulatory environment in respective countries.
- Potential competition by private investors.
- Conflicting agendas with major cruise lines in strategic ports.
- Political or public opposition to concession awards.

OUR STRATEGY IN ACTION

Our inorganic growth strategy is a core component of our business model. We transform cruise ports through carefully considered investment in a port's infra- and superstructure and the adoption of our global standards and best-practice sharing from across our network.

The rising number and capacities of cruise ships are creating exciting opportunities and potential risks for cruise ports. The current infrastructure at many ports cannot handle the size of ships or the number of passengers they will bring. Significant investment in cruise port infrastructure will be critical to many cruise ports maintaining their place in the industry. This investment need is a significant driver of new port opportunities for GPH.

The 2023 Reporting Period was a remarkable period of record expansion for the Group. We successfully added seven cruise ports to our network and await closing on two more. This expansion was particularly strong in Spain, where we added Alicante Cruise Port, Fuerteventura Cruise Port, Lanzarote Cruise Port, Las Palmas Cruise Port, Tarragona Cruise Port and Vigo Cruise Port. We also added our first cruise port in North America, Prince Rupert Cruise Port, Canada.

We marked yet another significant milestone during the Reporting Period when we entered the North American cruise market for the first time, signing a 10-year terminal operating agreement, with a 10-year extension option, with Prince Rupert Port Authority to manage cruise services at Prince Rupert Cruise Port in British Columbia, Canada.

Prince Rupert Cruise Port is located at the heart of the British Columbian cruise market, just 40 miles from Alaska, one of the largest cruise markets in the world, and ideally placed for cruise itineraries to and from the key homeports in the region, including Seattle and Vancouver.

Our geographic reach expanded further when our joint venture with a local partner signed concessions for three cruise ports in the Canary Islands: Fuerteventura Cruise Port (20 years); Lanzarote Cruise Port (20 years); and Las Palmas Cruise Port (40 years). Operations at these ports started during the high winter season 2022-23 in the second half of our Reporting Period.

In 2019, these three cruise ports handled 1.5 million cruise passenger movements. The joint venture will invest approximately EUR 42 million into constructing a new cruise terminal in Las Palmas and modular terminal facilities in Lanzarote and Fuerteventura.

In addition to these agreements, we signed an MoU for a 30-year concession in St Lucia and await closing for San Juan Cruise Port, Puerto Rico during the 2024 Reporting Period, where we signed a 30-year concession during the Reporting Period.

2. CONTINUED TRANSFORMATION

KPIs

Adjusted revenue per PAX* (USD):

Ports offering integrated service package:

GOALS FOR 2024

- Development of ancillary revenue yield per passenger.
- Implement tariff increases and grow ancillary revenue opportunities.
- Complete the refurbishment of the terminal at Alicante Cruise Port.

PRINCIPAL RISKS

- Resistance to change by industry stakeholders.
- Relevant authorities do not grant licences, etc., or regulation changes.
- Disagreements with sub-concessionaires, tenants, etc.
- The disruptive nature of some ancillary services causes unintentional misalignment with stakeholders.
- Performance of partners.

OUR STRATEGY IN ACTION – MILAN PORT EQUIPMENT

In 2021, GPH signed a strategic partnership agreement with a Spanish company, Talleres Milan – 'Milan Port Equipment', a company with over 70 years of experience in the naval and industrial sectors. This partnership is focused on providing a one-stop shop for the design, manufacture, repair or modification and maintenance of port equipment.

As the world's largest independent cruise port operator, GPH has significant experience operating modern cruise ports to global best-practice standards and has unrivalled knowledge and understanding of the equipment and infrastructure requirements for transforming cruise ports to meet the needs of the modern cruise industry. As our knowledge and understanding have developed and our experience has grown, we identified a shortcoming in the market for cruise port equipment.

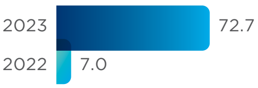
This partnership will focus on designing, manufacturing and maintaining port equipment such as boarding bridges, boarding scales, hydraulic equipment, conveyor belts, luggage trolleys and shade pergolas to meet the needs of GPH's cruise ports and third-party-operated cruise ports.

Despite signing the agreement in 2021, the Covid-19 pandemic meant the demand for equipment from GPH's operations has been limited. However, with the pandemic behind us and seven new cruise ports added to the network recently, this partnership has been gearing up to supply equipment and services to GPH's port network. This equipment is vital to the successful operation of a cruise port, and this partnership will allow GPH control over the design, cost and availability of the correct equipment to meet the specific needs of its ports.

3. DELIVERING GROWTH AND CASH

KPIs

Adjusted EBITDA (USD million):



Operating cash flow

GOALS FOR 2024

- Grow passenger volumes.
- Grow revenue per passenger.

PRINCIPAL RISKS

- Significant geopolitical events that affect demand.
- Global pandemic and related travel restrictions.
- A complex regulatory environment where changes may negatively affect our profitability.

OUR STRATEGY IN ACTION

GPH's business model is inherently flexible and highly cash-generative. This flexibility and cash generation have been key enablers of our growth from a single port in 2004 to the world's largest cruise port today.

Our inorganic growth strategy often requires significant investment into the facilities at each new port. Around 70% of this investment is provided by ring-fenced project financing, with the balance coming from existing cash resources and our existing highly cash-generative cruise port assets. This investment supports the transformation of the port and positions it for the expected growth in the number of ships in the global cruise fleet and the size of these ships. Therefore, the strength of our cash generation is fundamental to the success of our inorganic growth strategy.

The flexibility of our model and its importance to the Group was evident in recent years when Covid-19 had a significantly adverse effect on the cruise industry. Despite reduced passenger volumes, our cruise operations only reported a slight EBITDA loss of USD 1.7 million for the 15 months to March 2021 and an EBITDA profit of USD 9.5 million in the 12 months to March 2022.

Our continued focus on maintaining a flexible cost base and low maintenance capex business meant that as the number of cruise passengers rose in the Reporting Period, with 9.2 million passengers welcomed, Adjusted EBITDA rose to USD 72.7 million, and the business generated operating cash flow of USD 61.3 million.

Key performance indicators

FINANCIAL KPIs

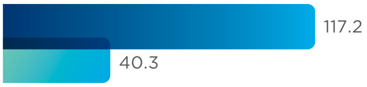
2023 2022

ADJUSTED REVENUE

Calculated as revenue from all majority owned ports and subsidiaries. Adjusted revenue is revenue excluding IFRIC 12 construction income.

(USD million) +191%

117.2



Strategic linkage

1 2

2023 performance

Strong growth in revenues during the Reporting Period, reflecting the significant increase in cruise activity.

SEGMENTAL EBITDA

EBITDA from our port operations before HQ costs. Calculated as income/(loss) before tax after adding back: interest; depreciation; amortisation; unallocated expenses; and specific adjusting items.

(USD million) +519%

80.0

Strategic linkage

1 2 3

2023 performance

Strong Segmental EBITDA growth in the Reporting Period, driven by the significant recovery in cruise activity and continued tight control of costs.

ADJUSTED EBITDA

Segmental EBITDA less unallocated costs or HQ costs.

(USD million) +937%

72.7

Strategic linkage

1 2 3

2023 performance

Adjusted EBITDA rose during the period, reflecting the improvement in Segmental EBITDA that was driven by the increase in cruise activity.

OPERATING PROFIT/LOSS

Operating profit is profit for the year stated before the share of results of equity-accounted investees, finance income, finance costs and tax.

(USD million)

28.2

Strategic linkage

1 2 3

2023 performance

The Group reported a return to an operating profit, reflecting the improvement in cruise activity.

PROFIT/LOSS BEFORE TAX

Operating profit plus share of profit from equity accounted ports less net finance costs.

(USD million)

-9.5

Strategic linkage

1 2 3

2023 performance

The loss before tax for the Reporting Period was USD -9.5 million, a significant improvement on the USD -43.9 million in the prior Reporting Period.

ADJUSTED EPS

Calculated as profit/(loss) for the year after adding back: amortisation expense in relation to Port Operation Rights and any one-off expenses divided by the weighted average number of shares in issue.

(pence per share)

21.4

Strategic linkage

1 2 3

2023 performance

Adjusted EPS for the Reporting Period was 21.4 pence per share, reflecting the operating profit for the period.

NON-FINANCIAL KPIs

2023 2022

NUMBER OF PASSENGERS

Number of cruise passengers handled through our consolidated and management ports.

(million)

9.2

Strategic linkage

1 3

2023 performance

The number of cruise passengers at our consolidated and management ports increased significantly in the period, reflecting the cruise activity increase across our network in the Reporting Period.

GENDER (%)

Percentage workforce that are females and males.

Female Male

Strategic linkage

2

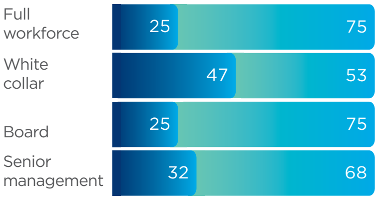
2023 performance

As of March 2023, female employees accounted for 25% of the overall workforce and 47% of white collar roles.

FEMALE WORKFORCE (%)

Percentage breakdown of roles fulfilled by females in our workforce.

Female Male



Strategic linkage

2

2023 performance

As of March 2023, female employees accounted for 32% of C-suite senior management and 25% for Board of Directors.

CARBON INTENSITY

Carbon intensity per full-time equivalent employee.

(CO_2e)

10.69

Strategic linkage

2

2023 performance

During the period carbon intensity rose by 25.0%. This increase was primarily the result of the significant increase in activity at our ports following the end of Covid-19 travel restrictions.

ACCIDENT REDUCTION

All of our ports monitor and record accidents, however minor. These records are for those accidents or injuries that resulted in an absence from work.

1

Strategic linkage

2

2023 performance

We are committed to providing a safe work environment for our employees. During the period, there was one incident that resulted in an absence from work.

RISK MANAGEMENT FRAMEWORK

The Group is exposed to various risks and opportunities that can impact its ability to achieve its strategic objectives and impacts its business performance. The Board recognises that creating shareholder value involves the effective management of risk. Therefore, it is critical for the Board to determine the nature of these risks and ensure that appropriate mitigating actions are in place to manage them effectively.

Risk appetite

The level of risk we consider appropriate to achieve the Company's strategic objectives is regularly monitored by the Audit and Risk Committee and is reviewed and validated by the Board every year. Our approach to risk management is designed to provide reasonable, but not absolute, assurance that our assets are safeguarded, the risks facing the business are being assessed and mitigated and all information that may be required to be disclosed is reported to senior management.

Risk management process

The risk management process begins with a bottom-up identification of significant risks by each function. Each is then assessed by taking into account the likelihood of it occurring, its impact and the mitigations identified. Each level of risk is cross-referenced with the Board's risk appetite to determine whether further mitigations are needed. External advisers such as technical advisers are used, where appropriate, to minimise risks in certain situations, for example, in the new port investment process.

The Board of Directors retains ultimate responsibility for risk management and establishing the framework of prudent and effective controls. As such, it systematically monitors and assesses the risk attributable to the Group's performance and delivery of its strategy. Where a risk has been identified and assessed, the Group selects the most appropriate risk measure available in order to reduce the likelihood of its occurrence and mitigate any potential adverse impact.

The most significant risks from each function (based on materiality or those which have common themes across the business) are reviewed by the Audit and Risk Committee. This Committee also supports senior management and the Board in managing risks relating to key projects, third parties, different jurisdictions and so forth.

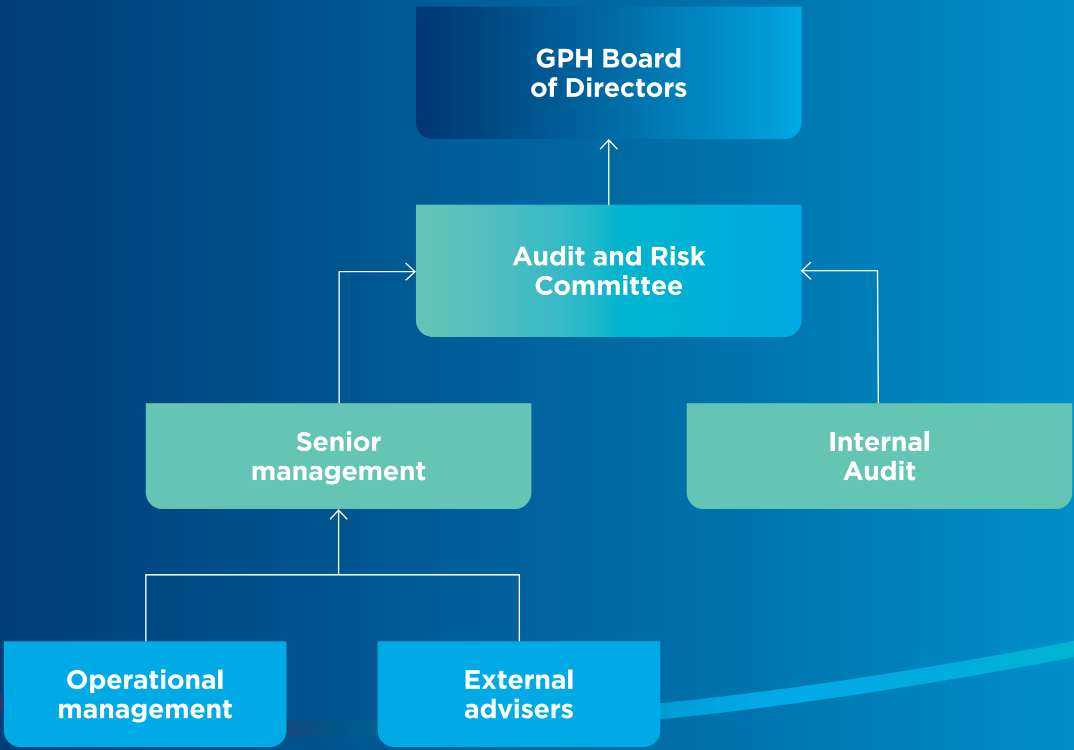
The Group's principal business risks are monitored and managed throughout the period by senior management, the Internal Audit function and the Audit and Risk Committee, which reports to the Board. Although that Committee has been delegated the authority from the Board to monitor risks, it provides the Board with regular updates, at least quarterly, on the Group's identified financial and non-financial risks.

The Committee provides advice on how, taking into account the Company's position and principal risks, the Company's prospects have been assessed, over what period and why that period is regarded as appropriate. The Committee also advises on whether there is a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over a given period, drawing attention to any qualifications or assumptions as necessary. The Committee also advises the Board on the Company's overall risk appetite, tolerance and strategy, current risk exposures and future risk strategy.

Risk register processes

As a part of our Enterprise Risk Management studies, each Group entity and function identified risks that could affect its strategy and operations.

The management team considers this bottom-up risk reporting alongside the Group's principal risks. New risks are added to the Group's principal risk register if deemed to be of a significant nature. These risks are then consolidated into a Group-wide view and presented to the Board, who add their own input from a strategic, functional and emerging risk perspective. After the final consolidation of risks, we define proposed action plans to mitigate risks. We define owners who are responsible for confirming that adequate controls are in place and that the necessary action plans are implemented to bring risk profiles within an acceptable tolerance. As an ongoing process, we develop formalised and documented procedures that are increasingly centralised.



Despite the low probability of reoccurrence, pandemic and natural disasters pose a significant high-level risk to our business operations. The potential impact of this risk on operations and the health of employees is severe. It is therefore essential that GPH has appropriate risk management strategies and contingency plans to mitigate the consequences of a pandemic outbreak and maintain business continuity. Several principal risks materialised simultaneously due to the Covid-19 pandemic, which led to a range of travel restrictions across the world. These risks included the effective suspension of sailing from the global cruise fleet, passenger demand, input cost volatility, cash flow profile, and health & safety.

We continue to take all necessary steps to protect our employees' health and mitigate the risk to our business with well-established crisis management procedures and emergency response plans.

With the expansion of the Group's operations, we have assessed the impact on our business of potential sanctions on third parties and have incorporated this risk into our overall risk management framework. To mitigate these risks, we have implemented a sanctions compliance programme that includes the mandatory use of online sanctions-related assets and individuals lists. We have also updated our sanctions policy.

As well as identifying the most relevant risks for our business, we also reflect on whether we think the level of risk associated with each of our principal risks is increasing or decreasing.

Sustainability

There is increasing global regulatory and stakeholder focus on sustainability. GPH has begun a project to accelerate its sustainability journey, including the need to implement the Task Force on Climate-related Financial Disclosures (TCFD) requirements by next year's Annual Report.

As a first step, GPH has appointed independent sustainability consultants and created a sustainability working group from across the organisation. While this working group is still in its infancy, it will undertake an informed climate risk assessment, including relevant stakeholder engagement to identify material risks and opportunities and the setting, monitoring and reporting on climate-related targets across the organisation. The sustainability working group will also work with internal stakeholders to integrate climate-related reporting and risks into management and Board decision-making, including our risk register.

There is an urgency to act and for everyone to play a role in the transition to a low-carbon economy. We would like to highlight that as a Group, we have recognized the significant risks posed by climate change to our operations and the wider environment. We acknowledge that contributing to global efforts to mitigate climate change is one of our primary environmental responsibilities. Therefore, we are prioritizing increasing awareness of these risks among our stakeholders, including employees, suppliers, and customers, in order to minimize their impact on our operations and the wider community.

By taking a proactive approach to sustainability, we aim to maintain our position as a responsible and sustainable organization while also safeguarding the interests of our stakeholders.

Principal risks and uncertainties

The risks and uncertainties described in the following pages are currently considered to have the most significant potential effect on GPH's strategic objectives. This list is not intended to be exhaustive. The order in which risks are presented does not necessarily indicate how likely they are to happen, nor their possible degree of impact on the Group's business, prospects, results of operation and financial position. Additional risks and uncertainties that are not currently known or which the Group currently sees as immaterial may individually or cumulatively have a material adverse effect. Although the Company monitors risks and prepares for adverse scenarios, some are outside our control; for example, adverse weather, acts of terrorism, changes in government regulation, political instability and macroeconomic issues.

The risks summarised below relate to the Group, its industry and the Company's shares, and are those which the Directors believe to be the most material.

The Group is exposed to three categories of risk

1. General risks.
2. Risks relating to the port operations.
3. Risks relating to the Group's investments and strategy.

Movement

↔ Unchanged
↓ Decreased
↑ Increased

Risk	Description	Mitigation/action
General risks		
Epidemics and natural disasters. ↓	The Group's operations are exposed to the inherent risk of incidents affecting some countries or destinations within its operations. This can include natural catastrophes such as earthquakes, floods, wildfires, hurricanes or tsunamis, or outbreaks of disease such as the Covid-19 pandemic. Certain destinations in which the Group currently operates or into which it may further expand, including in particular the Caribbean, are located in regions at high risk of damage from adverse weather patterns or other natural disasters, such as hurricanes, earthquakes, tornadoes, tsunamis and typhoons, which could cause damage to, or otherwise materially disrupt, the Group's cruise port operations. Changes in climate may increase the frequency and intensity of such adverse weather patterns, make specific destinations less desirable or impact the Group's business in other ways.	All ports have well-defined crisis management procedures and emergency response plans, which are implemented when an event of this nature occurs, focusing on the welfare of our customers, staff and our local communities. Our port operations have flexible business models that help offset any revenue impact from a reduction in normal business activity. Natural disasters tend to be localised or regional. Our general managers and senior management are well prepared to manage such incidents and provide a co-ordinated and supportive response at our cruise ports to passengers and cruise lines, and at our commercial port to commercial lines and importers and exporters. Property and business interruption insurance is the main risk mitigation against natural disasters, particularly against damages and losses from hurricanes in the Caribbean region. As a result of the Covid-19 pandemic, the Group expanded its Group risk strategy and framework regarding crisis management to specifically address the Covid-19 pandemic. Internal controls impacted by the pandemic continue to be assessed, monitored and amended where relevant, including controls that address the following risks: • Governance and regulatory; • Health, safety and human resources; • Liquidity and going concern; • Group strategy and economic implications; • Operational; and • Communication. Our response to the Covid-19 pandemic included working with local regulatory authorities to put in place enhanced measures, including composing task forces to help combat the spread and impact of Covid-19 and we also put together senior management rapid response teams to help all ports and local authorities implement measures to protect passengers, crew, our employees and local communities. We remain alert to the fact that these processes, task forces and response teams may be needed in the future if an event of this nature occurs.

Movement
↔ Unchanged
↓ Decreased
↑ Increased

Risk	Description	Mitigation/action
General risks continued		
The rights allowing the Group to operate its ports may not be extended. ↔	The Group operates most of its ports under long-term concession agreements, with the relevant state owner of the port. The length of concessions varies and the Group's concession agreements are granted for a fixed term. On average, the Group's long-term concessions have 27 years of cash generation ahead of them (with respect to the Group's consolidated ports only), based on weighted average EBITDA. The concession terms of the Group's main ports, based on management's assumptions of revenue-generating potential and historical levels of revenue, expire in 2030 (Adossat Wharf at Barcelona Cruise Port; subject to the ability to automatically extend by an additional three years subject to the satisfaction of certain conditions), 2026 (World Trade Centre Wharf at Barcelona Cruise Port), 2038 (Levante Terminal at Málaga Cruise Port), 2042 (El Palmeral Terminal at Málaga Cruise Port), 2052 (Ege Port), 2066 (Valletta Cruise Port), 2048 (Nassau Cruise Port) and 2049 (Antigua Cruise Port). With respect to ports where the Group does not have the contractual right to extend these fixed-term agreements, it would need to apply for an extension prior to their expiration. The grant of such an application would be at the discretion of the state owner of the relevant port, and there can be no assurance that the term of any such concession agreement would be extended.	In the past, the Group has taken, and may continue to follow formal, legal processes relating to the extension of concession terms. For example, having followed the relevant legal process, shortly after the end of the Reporting Period the Group extended Ege Port from 2033 to 2052. In 2019, Singapore Cruise Port was extended from 2022 to 2027 by bilateral agreement and in 2018, the Group extended the concession term of Bodrum Cruise Port from 2019 to 2067 following a legal process. In addition, the Company's stated strategy of increasing the number of ports it operates, and the network effect that comes from operating a growing number, means that the potential impact from a single concession or management agreement not being extended is diluted.
The rights allowing the Group to operate its ports could be terminated before they expire. ↔	Even if the Group maintains full compliance with its concession or management agreements and local and national laws and regulations, its concessions can be terminated before they expire in certain exceptional circumstances. These include national emergencies, such as natural disasters, wars/conflicts, pandemics, disruptions of public order or other governmental actions that curtail fundamental rights and obligations.	While the Board believes that such an outcome is improbable, we ensure compliance with all relevant laws and rules. If such an outcome were to occur, the Board would take the appropriate legal advice and seek either compensation or reinstatement of the previous agreement. In addition, the Company's stated strategy of increasing the number of ports it operates, although theoretically increasing the likelihood of such an outcome, also means that the network effect of operating more ports dilutes the potential impact from any one port.

Risk	Description	Mitigation/action
General risks continued		
The Group is subject to an increasingly complex regulatory environment, and changes may negatively affect its business.	In addition to complying with the terms of its concession agreements and related licences and permits, the Group must satisfy a range of legal requirements, including corporate, maritime, customs, antitrust, administrative, property and environmental laws and regulations, under the jurisdiction of many regulators. Although the Group seeks to continue to comply with all relevant laws, regulations and the terms of its concession agreements, licences and permits, to the extent it is not able to do so, it could be subject to significant administrative or civil penalties, including: • the imposition of fines, penalties and criminal sanctions for wilful violations; • increased regulatory scrutiny; • suspension of activities at a port; • reputational damage to GPH's brand; • default under financing agreements, including the Sixth Street loan agreement and/or the Nassau Notes; • judgements for damages, which may not be covered by insurance or in excess of insurance cover; • termination of, or increased premiums on, insurance policies; • difficulties attracting cruise ships or passengers and other guests to the Group's terminals; • difficulty in recruiting and retaining personnel, particularly where any non-compliance relates to matters affecting its employees; and • the representatives, Directors or managers of the relevant Group company being subject to a fine. The Group's ancillary services, in particular those related to duty free sales may be effected by changes to laws and regulations, particularly around duty.	Our senior management takes an active role in ensuring that our ports and the business, in general, are adhering to their obligations. In addition, our legal team are heavily involved in monitoring and reviewing our practices to provide reasonable assurance that we remain aware and in line with all relevant laws and legal obligations. Our internal audit process ensures that obligations are being met regarding materiality. At the port level, management teams tend to be drawn from local people, fully conversant with their country and language, and with a detailed knowledge of applicable local regulations through regular contact with regulatory authorities and other stakeholders. In addition, we take local external legal advice as and when required. GPH fosters positive relationships with all stakeholders and is in regular contact with port authorities and government officials. New regulations can have both a positive and negative impact on the business. We would always seek to participate in discussions about new regulations, which could help us avoid any negative implications, particularly where they are unreasonable. In addition, the Company's stated strategy of increasing the number of ports it operates, although theoretically increasing the likelihood of such an outcome, also means that the network effect of operating more ports dilutes the potential impact from any one port.
The Group's business may be affected by the application of sanctions on third parties.	The Group operates globally and hosts cruise ships, ferries and megayachts at its cruise ports. Global, regional or national regulations may require that the Group refrain from doing business in certain countries or with certain individuals or organizations. Sanctions rules are highly complex and may apply extraterritorially. Adhering to such regulations may result in lost revenue to the Group and failing to adhere to the regulations may leave the Group exposed to fines or reputational risk.	GPH intends for its operations to comply with all applicable sanctions and other laws. We have implemented a sanctions compliance programme that includes the mandatory use of online sanctions-related assets and individuals lists. We have also updated the Group's Sanctions Policy. GPH has Group-wide policies and practices to monitor compliance with relevant local and international laws and regulations (including any economic sanctions or trade restrictions applicable administered or enforced by the US government, the United Nations Security Council, the European Union, or Her Majesty's Treasury (collectively, 'sanctions')), anti-money laundering rules, anti-corruption rules as well as codes of good conduct, and requires its suppliers to comply with the same standards.

Movement

↔ Unchanged
↓ Decreased
↑ Increased

Risk	Description	Mitigation/action
General risks continued		
Restrictions on the number of visitors to destinations. ↔	Around the world, a number of countries, regions and cities are experiencing an increase in concerns around overtourism. In some cases, these concerns have led to protests from local people about the number of visitors in a given location, with concerns focused on overcrowding: the impact of higher prices on local goods; and the negative impact of the short-term rentals market on both the price of property and the effect on the fabric of neighbourhoods. These concerns have led authorities in some regions to stop promoting their city as a tourist destination and focus their energies on promoting alternative destinations within their country or region. Authorities have also taken a number of other measures, such as introducing financial levies on tourists, putting in place restrictions on the overall number of tourists in a destination or restricting the number of cruise ships or cruise passengers that can call at a destination on a given day. These actions could impact the number of cruise passengers wanting or being allowed to visit a destination.	If individual ports are impacted by limits on, or a reduction in, cruise visitors, operating a network of cruise ports provides some structural protection. Most importantly, we consider that one of our key roles when operating a cruise port is to work with all stakeholders to integrate the port into the destination and manage the impact of cruise tourism on the destination and local environment. This includes: • managing passenger flows into and out of the destination; • managing transportation from the port to the city; and • promoting a wide range of attractions in the destination to disembarking passengers and offering them appropriate transportation from the port to these attractions – thereby managing the flow of passengers into the destination and distributing the economic benefits to a destination more widely.
Reputational risk due to fraud and bribery. ↔	The Group's business entails numerous interactions with government authorities, including port authorities, health, safety, and environment authorities, labour and tax authorities, and customs and immigration authorities. Furthermore, the Group operates in some countries where corruption is endemic. GPH has a zero-tolerance policy on corruption of any sort. In addition to being illegal, it can potentially harm our business and reputation, for example, by excluding the Group from Public Private Partnership (PPP) tenders. Any such payments may be deemed to have violated anti-corruption laws potentially applicable to the Group, exposing the Group to potential civil and criminal penalties as well as reputational damage that could have a material adverse effect on the Group's business, results of operations and financial condition.	GPH's Anti-Bribery and Corruption Policy is an integral part of the Company's directives and/or policies that have been approved by the Board of Directors. The Group has also adopted a Code of Ethics that is intended to improve service quality; promote the effective use of resources; prevent unfair competition; organise relationships among employees, and set standards for fraud prevention. Ethics and compliance reporting mechanisms have been established to facilitate the reporting of possible illegal, unethical or improper conduct when the normal channels of communication are ineffective or impractical under the circumstances. The Group encourages its employees, clients and other stakeholders to report cases or raise concerns about potentially unethical, unlawful or suspicious conduct or practices with clear lines of communication including establishing a Whistleblowing Policy providing employees with a secure way to report any concerns.
Cybersecurity and data privacy. ↔	As a complex global organisation, there is a risk that the Group falls victim to increasingly sophisticated cyberattacks aimed at disrupting our information assets by circumventing confidentiality, integrity or availability controls.	We are continuing to align our IT strategy with the business objectives. We regularly review, update and evaluate all software, applications, systems, infrastructure and security. We have policies covering the protection of both business and personal information and the use of IT systems and applications by our employees. Our employees are trained to understand these requirements. We also have a set of IT security standards and closely monitor their operation to protect our systems and information. Hardware that runs and manages core operating data is fully backed up with separate contingency systems to provide real-time backup operations should they ever be required.

Risk	Description	Mitigation/action
General risks continued		
Demand for cruise port services is sensitive to macroeconomic conditions.	Our financial performance may be affected by the macroeconomic environment. The Group's cruise port operations depend on visiting cruise passengers principally from developed countries, particularly the US, the UK and Germany. Economic uncertainty and the spending power of these passengers are influenced by factors beyond the Group's control, including local and global economic conditions, employment and discretionary income, and tax or interest rate fluctuations. These factors may impact the demand for cruises. In addition, duty-free sales and other goods and services to passengers may be impacted by a change to passenger spending habits as a result of macroeconomic conditions. Macroeconomic factors may also impact demand at our commercial port.	Experience has shown that even in the financial crisis in 2007-08, cruise bookings remained resilient. The long lead times of cruise bookings compared with land-based holidays mean that cruise holidays are often booked way ahead of any event that could negatively impact or reduce demand. Although, if there is an impact, the long lead times for cruise bookings mean that there may be a lag before a general recovery translates into additional passengers at our ports If demand falls, cruise lines tend to reduce pricing to fill their ships and maintain passenger volumes. This means that cruise ports are generally not affected, given the per passenger revenue model. Cruise lines can redeploy ships to other ports or regions in more extreme cases. However, as the Group continues to expand the number of cruise ports it operates, the network effect helps reduce this risk. Indeed, a Group port may also benefit from a redeployment from another port. As the Group expands into regions such as the Caribbean and the Asia-Pacific, it is better positioned to offset any significant redeployment of ships by cruise lines.
Demand for cruise port services can be influenced by trends and perceptions beyond the Group's control.	Factors outside our control may negatively affect passenger demand for cruise holidays. Examples include events that cause consumers to perceive that cruise travel is unsafe or undesirable, such as: • political or social unrest or terrorist incidents; • the spread of contagious diseases; • the availability and pricing of other forms of travel or factors affecting the cost of cruise travel, including fuel and currency fluctuations; • changes in visa or other requirements that make travel more difficult or expensive; and • a perception that cruise travel has unacceptable impacts on the environment. The Board believes that the demand for cruising and other forms of leisure travel is primarily affected by passenger perceptions about safety. Accordingly, actual or perceived security issues, political or economic instability, terrorism, war and similar events may decrease demand for the Group's cruise ports, particularly if they affect: • countries where the Group operates its ports; • countries of destination ports in cruise itineraries that include the Group's ports, and • the major source markets (primarily the US, UK and Germany);	We recognise that it is healthy for cruise lines and cruise passengers to have variety and choice when selecting cruise ports. Our port investment strategy has been selective, choosing ports in marquee destinations (such as Barcelona, Kuşadası, Nassau, Venice and Valletta), which we believe are less susceptible to being replaced by others. We also believe that our global marketing, and philosophy of working with all stakeholders to improve the attractiveness of our cruise ports and destinations, acts as a competitive advantage. Individuals' fears triggered by the Covid-19 outbreak may pose a high risk to cruise tourism. Historically, the global travel industry has proven remarkably resilient to external shocks and has recovered from setbacks relatively quickly. Where necessary, GPH is ready to work with national and local regulatory authorities to put in place enhanced measures, including, where appropriate, passenger and crew screening.

Movement
↔ Unchanged
↓ Decreased
↑ Increased

Risk	Description	Mitigation/action
General risks continued		
The Group's cruise ports could face competition, primarily within the Mediterranean and Caribbean. ↔	GPH's management believes that ports compete primarily based on their proximity to popular tourist sites, as well as operational efficiency, shopping and amenities, and the perceived security of the port. There can be no assurance that long-term changes in cruise itineraries will not result in increased competition in the future or that the Group's existing ports will continue to compete effectively. Existing or future competition could reduce cruise ship traffic, putting pressure on fee levels and, in turn, having a materially adverse effect on the Group's business.	We recognise that it is healthy for cruise lines and cruise passengers to have variety and choice when it comes to selecting cruise ports. Our port investment strategy primarily focuses on ports in marquee destinations (such as Antigua, Barcelona, Nassau, Venice, Lisbon, Kuşadası and Valletta), which we believe are less likely to be replaced by alternative ports. We also believe that our global marketing capabilities, and philosophy of working with all stakeholders to improve the attractiveness of our cruise ports and destinations, act as a competitive advantage. The cruise market continues to grow, driven by a growing number of cruise ships and an increase in the size of cruise ships. The cruise market continues to attract passengers from new source markets and demographics, increasing the demand for cruise ports. This growth means more ports need to be capable of handling larger ships and more ports are needed. We actively monitor industry dynamics and can adjust our new port network strategy accordingly.
The Group is exposed to risks related to integrating new ports. ↔	In recent years, the Group has completed a number of cruise port acquisitions or investments. The Group intends to make further cruise port acquisitions or investments in the future. Growth by this means involves risks that could adversely affect the Group's operating results, including the substantial amount of management time that may be diverted from operations to pursue and complete port acquisitions. Acquisitions may expose the Group to operational challenges and various risks, including: • the successful integration of newly acquired businesses with existing operations; • adapting the Group's management controls and corporate governance structures to its increased scale; • the successful centralisation of shared resources of new port acquisitions, such as marketing, finance, treasury and IT, into the existing Group structure; • maintaining, expanding or developing relationships with its customers, suppliers, contractors, lenders and other third parties, including any joint venture partners and individual port concession right grantors; • maintaining, expanding or developing relationships with employees of newly acquired concessions, including retaining key employees, hiring and training new personnel or implementing headcount reductions; • compliance with any additional regulatory requirements applicable to acquired ports; and • funding cash flow shortages that may occur if anticipated revenues are not realised or are delayed, whether by general economic or market conditions or unforeseen internal difficulties.	GPH has been acquiring and investing in ports for the last 19 years and has a clearly defined induction process that has been continuously refined as well as tried and tested. The management team are highly experienced individuals within the industry and have a strong track record of multiple successful cruise port integrations. Our new port integration process involves engaging with local stakeholders to gather their valuable input during the planning process. Ahead of GPH taking over operations we have clear plans on human resources, operations, financial reporting, policies and procedures in place.

Risk	Description	Mitigation/action
General risks continued		
The risks of additional indebtedness.	Certain port investments or concession extensions could require substantial capital investment that requires the Group to obtain funding sufficient to meet increased capital needs. Such funding could have an adverse effect on the Group's leverage ratio and financial stability.	For new ports, the Group believes that there is strong interest from a wide range of financing parties willing to provide non-recourse financing for new port investments. The Group always seeks to engage with potential financing parties for a new port investment during the early stages of the process, making them a key part of any proposal or bid, thereby reducing the risk of a funding shortfall. The use of non-recourse financing significantly reduces the risk to the Group from such investments. In addition, where appropriate, the Group has invested with a partner, such as in Nassau Cruise Port, lowering the investment requirement. The Board and management monitor the Group's debt levels regularly, using a range of financial metrics. We foresee a range of 65–80% debt-to-equity ratio for non-recourse, asset-level financing to limit the effect of indebtedness on our current operations.
Foreign currency risk.	The Group generates revenue in different currencies that may not match the associated costs.	In its ports within the EU, the Group generates revenues in EUR and has EUR costs. In the Caribbean, the majority of revenue is collected in USD and costs are generally in local currencies. If the local currency is not USD, the local currency is pegged to the USD. In its Turkish cruise ports, the Group collects the majority of revenues in USD, but the majority of costs are in local currency, i.e. Turkish Lira (TL). This can lead to a mismatch if there are significant movements in exchange rates. This can both be positive and negative. In recent years, this has tended to be primarily a positive as TL has devalued against USD. In addition, a significant portion of the Group's head office costs are incurred in TL versus revenues predominately generated in USD and EUR.

CRUISE ACTIVITY RECOVERY COMPLETE

The 2023 Reporting Period began with a range of travel restrictions still in place. However, these were steadily removed and by the second half of the Reporting Period the cruise industry had largely returned to pre-pandemic activity levels.

2023 financial review

The Company generated Adjusted revenue of USD 117.2 million, a significant increase on the USD 40.3 million in the prior Reporting Period. This increase was driven by the significant pick-up in cruise activity and cruise passenger volumes across our network during the Reporting Period, with 9.2 million passengers in the Reporting Period compared to 2.5 million in the prior Reporting Period.

Adjusted EBITDA, which reflects the performance from our ports less unallocated Holding Company expenses, was USD 72.7 million compared with just USD 7.0 million in 2022. This increase in Adjusted EBITDA was driven by the increase in cruise activity in the Reporting Period and our continued control of costs.

Group revenue for the Reporting Period was USD 213.6 million (2022: USD 128.4 million). This includes USD 96.4 million of IFRIC 12 construction revenue, which means the expenditure for certain construction activities, primarily Nassau, is recognized as operating expenses and added with a margin to the Group's revenue. IFRIC 12 construction revenue and margin has no impact on cash generation and is excluded from Segmental EBITDA.

Passenger volumes, Adjusted revenue and Adjusted EBITDA represent new record levels for the Company's cruise business thanks to our ongoing organic and inorganic growth – and despite the fact that the Reporting Period was a transition period recovering from Covid-19 impact.

After depreciation and amortization of USD 27.3 million (2022: USD 28.5 million), including USD 19.7 million (2022: USD 20.7 million) of port operating rights and right-of-use asset amortization, and specific adjusting items of USD 12.9 million (2022: USD 10.7 million), the Group reported an Operating profit for the Reporting Period of USD 28.2 million, compared to an Operating loss of USD 29.7 million in the prior Reporting Period. After net finance costs of USD 42.0 million (2022: USD 11.8 million), the loss before tax was USD 9.5 million (2022: USD 43.9 million).

Cruise activity

Given the strong performance of the Group and the continued growth in the number of ports in the network, it was decided during the Reporting Period to restructure the Group's segmental reporting. Our commercial port operations no longer report separately as the overall contribution to Group performance is not material. GPH now reports by geographic segment, which matches our organizational structure of Regional Directors. The new reporting segments are Americas, West Med & Atlantic, Central Med, East Med & Adriatic and Other.

During the Reporting Period, as Covid-19 travel restrictions were removed, the global cruise fleet returned to sailing, significantly increasing activity levels at GPH cruise ports.

Occupancy rates on board cruise ships, which were relatively low at the start of the Reporting Period, increased steadily as cruise lines rebuilt forward bookings and took a measured approach to increasing onboard occupancy, which generally increased the longer a ship has been back at sea.

By the end of the Reporting Period, volume-weighted average occupancy levels had recovered to close to normal levels across the industry. At GPH, occupancy levels at our consolidated ports in April 2022 were just 67%, this rose to 98% by the end of the third quarter, and in March 2023, it was 104.5%.

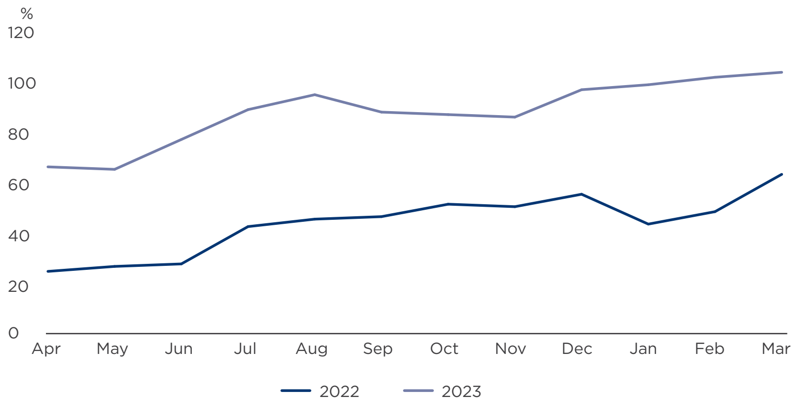
Trading across all our regions improved strongly over the Reporting Period. However, trading in the Americas region was particularly strong. The timing of the peak Caribbean cruise season during winter 2022-23 primarily drove this.

New regional reporting structure

Americas	West Med & Atlantic	Central Med	East Med & Adriatic	Other
Antigua Cruise Port	Alicante Cruise Port	Cagliari Cruise Port	Ege Port	Ha Long Bay Cruise Port
Nassau Cruise Port	Barcelona Cruise Port	Catania Cruise Port	Bodrum Cruise Port	Port of Adria
Prince Rupert Cruise Port	Fuerteventura Cruise Port	Crotone Cruise Port	Zadar Cruise Port	Ancillary Port Services
	Kalundborg Cruise Port	Taranto Cruise Port		
	Lanzarote Cruise Port	Valletta Cruise Port		
	Las Palmas Cruise Port	Venice Cruise Port		
	Má laga Cruise Port	La Goulette Cruise Port		
	Tarragona Cruise Port			
	Vigo Cruise Port			
	Lisbon Cruise Port			
	Singapore Cruise Port			

■ Consolidated and managed portfolio ■ Equity accounted ports

Occupancy rate



Source: GPH monthly traffic stats

There was more time for bookings in the Americas to be rebuilt following the removal of travel restrictions over the summer of 2022 compared to the Mediterranean cruise region during the Reporting Period.

Turkish ports, in particular Ege Port, in the East Med & Adriatic region experienced a significant increase in passenger volumes in the Reporting Period. This reflects the easing of travel restrictions and the long-awaited recovery to normal trading at these ports, which Covid-19 has delayed.

Segmental EBITDA for the Reporting Period was USD 80.0 million compared with USD 12.9 million in the 2022 Reporting Period.

Revenue per passenger (or overall yield) was USD 12.7 in the Reporting Period. The stand-out performance came from our East Med & Adriatic Region, with a yield of USD 26.6. Ancillary yield per passenger varied significantly across the regions. On a consolidated level the Ancillary yield of GPH reached USD 2.3 during the Reporting Period with a wide range from below USD 1 to above USD 6.

We believe that over time we can increase the ancillary yield at newly acquired ports towards those of the more established ports in our network.

EBITDA margin recovery

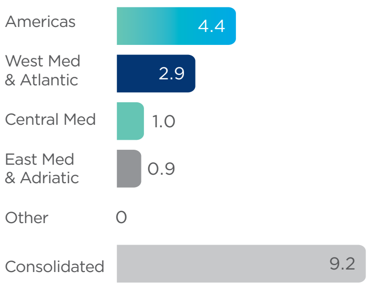
Our extensive use of outsourcing through third parties and contractors to manage the volume-related work across our cruise ports means that our cost base has low fixed costs and is inherently flexible.

Thanks to this flexibility, a share of our costs automatically expands and contracts in line with activity levels. Furthermore, during the pandemic, we took action to reduce our fixed costs. As activity levels have recovered at our cruise operations, this increased activity is being managed on a lower cost base than before the pandemic.

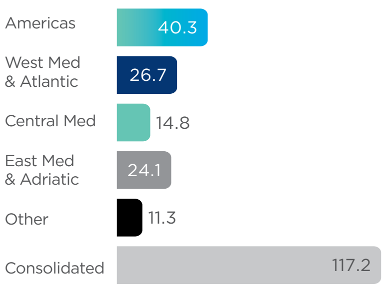
As a result, our Group Adjusted EBITDA margin increased from 17.4% in the prior Reporting Period to 62.0%, which was in line with the historically achieved 60% plus EBITDA margins.

The strong and improved profitability of the Company at normalizing passenger volumes was clearly evident. Adjusted revenues increased by USD 76.9 million compared to the previous Reporting Period, whereas Adjusted EBITDA increased by as much as USD 65.7 million – more than 85% of the additional revenue was turned into operational profitability.

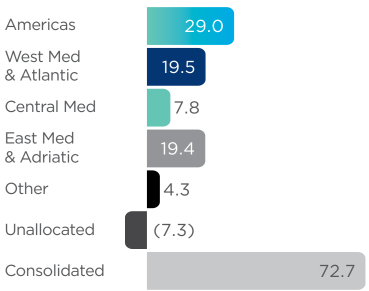
Passengers (million)



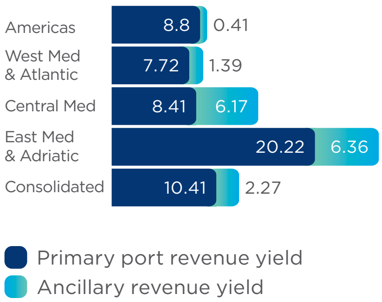
Adjusted revenue (USD million)



Adjusted EBITDA (USD million)



Revenue yields (USD)



Unallocated expenses
Unallocated expenses, which consist of Holding Company costs, were USD 7.3 million for the Reporting Period compared with USD 5.9 million for the prior Reporting Period. This increase was primarily driven by a normalization of business activity, such as marketing and travel expenses, as activity picked up across our cruise operations, as well as increased personnel expenses.

Adjusted EBITDA
Adjusted EBITDA for the Reporting Period, reflecting the EBITDA performance of our ports, less unallocated expenses, was USD 72.7 million. This compares with Adjusted EBITDA of USD 7.0 million in the prior Reporting Period.

Depreciation and amortization costs
Depreciation and amortization of USD 27.3 million (2022: USD 28.5 million), including USD 19.7 million (2022: USD 20.7 million) of port operating rights and right-of-use amortization. The difference is driven by lower depreciation and amortization at our European ports due to the weaker EUR to USD exchange rate, offset by the higher amortization and depreciation at Nassau Cruise Port, reflecting the first full year of depreciation for the main marine works completed during the prior Reporting Period.

Specific adjusting items
During the Reporting Period, specific adjusting items were USD 12.9 million compared with USD 10.7 million in the prior Reporting Period. This increase was primarily the result of increased project expenses of USD 11.2 million in particular for expansion projects (vs. USD 7.9 million in the prior Reporting Period), offset by lower impairment losses.

Finance costs
The Group's net finance charge in the Reporting Period was USD 42.0 million compared with USD 11.8 million in the prior Reporting Period. This was driven primarily by lower finance income due to lower foreign exchange gains, which were USD 3.4 million in the Reporting Period, compared to 20.6 million and the one-off gain of USD 3.8 million on the refinancing of the Eurobond in the prior Reporting Period, partially offset by USD 1.6 million higher interest income on cash balances.

Finance costs rose to 47.7 million from USD 36.9 million. This was primarily because of higher interest expense on loans and borrowings of USD 34.7 million, compared to USD 21.7 million in the prior Reporting Period. This is mainly due to interest expenses at Nassau Cruise Port where, in line with the partial completion of construction, the interest is partially expensed and not fully capitalized anymore.

Net interest expense on a cash basis was USD 31.3 million vs USD 36.2 million in the prior Reporting Period.

Taxation
The Group's effective tax rate was 18.4% for the Reporting Period compared to 19.4% in the prior Reporting Period. GPH is a multinational group and is liable for taxation in multiple jurisdictions worldwide.

Despite the significantly lower loss before tax of USD 9.5 million, the Group reported stable tax expense of USD 1.0 million compared to a USD 0.6 million tax expense in the prior Reporting Period.

The Group pays corporate tax due to specific components being profitable and because losses created on other components cannot necessarily be utilized at the consolidated level.
On a cash basis, the Group's income taxes paid amounted to USD 1.4 million compared to USD 0.2 million in 2022.

Investing activities
Capital expenditure during the Reporting Period was USD 100.9 million, compared to 94.6 million in the prior Reporting Period. Most of this expenditure was focused on our continued commitments to invest in Nassau Cruise Port. In the Reporting Period, we invested USD 98.1 million in the Americas with the vast majority of this investment focused on the upland works at Nassau Cruise Port.

On a cash basis and including the impact of advances in the current and prior Reporting Periods the net investments into acquisition of assets (CAPEX) amounted to USD 78.5 million compared to USD 108.3 million in the prior Reporting Period.

Ege Port Concession Extension
Shortly after the end of the Reporting Period, GPH reached an agreement to extend its concession agreement for Ege Port, by an additional 19 years to July 2052.
A capital increase at Ege Port has funded the upfront concession fee of TRY 725.4 million (ca. USD 38 million) related to this extension. This capital increase was provided by GPH only. As a result, GPH's equity stake in Ege Port has increased to 90.5% (from 72.5%).

In addition, Ege Port has committed to invest an amount equivalent to 10% of the upfront concession fee within the next five years to improve and enhance the cruise port and retail facilities at the port, and will pay a variable concession fee equal to 5% of its gross revenues during the extension period starting after July 2033.

The upfront concession fee and related expenses has been financed by GPH's partial utilization in an amount of USD 38.9 million of the USD 75 million growth facility provided by Sixth Street. As part of this additional USD 38.9 million drawdown, GPH has issued further warrants to Sixth Street representing an additional 2.0% of GPH's fully

Cash flow

Cash flow (in USD million)	12 months ended 31 March 2023	12 months ended 31 March 2022
Operating profit/(loss)	**28.2**	**(29.7)**
Depreciation and Amortization	27.3	28.5
Specific adjusting items	12.9	10.7
Share of profit/(loss) of equity-accounted investees	4.3	(2.4)
Adjusted EBITDA	**72.7**	**7.1**
Working capital	3.0	(5.2)
Other	(14.4)	(11.3)
Operating cash flow	**61.3**	**(9.4)**
Net interest expense	(31.3)	(36.2)
Tax paid	(1.4)	(0.2)
Net capital expenditure including advances	(78.5)	(108.3)
Free cash flow	**(49.9)**	**(154.1)**
Investments	–	23.4
Change in gross debt	54.1	56.5
Dividends	(1.1)	1.8
Related party financing	21.9	3.0
Net cash flow	**25.0**	**(69.4)**

diluted share capital (in addition to the warrants issued at financial closing in July 2021 equivalent to 9.0% of GPH's fully diluted share capital). The drawdown of growth financing occurred shortly before the end of the Concession Period, whereas the extension was completed shortly thereafter.

Cash flow

The Group generated an Adjusted EBITDA of USD 72.7 million in the Reporting Period, compared to USD 7.0 million in the prior Reporting Period.

Operating cash flow was USD 61.3 million, compared to a negative USD 9.4 million in the prior Reporting Period. This improvement primarily reflects the substantial increase in Adjusted EBITDA, supported by the positive impact of working capital of USD 3.0 million (vs negative USD 5.2 million in the prior Reporting Period), offset by other operating outflows in the Reporting Period of USD 14.4 million, which primarily reflects project expenses included in specific adjusting items and correction for the cash impact of the profit from equity-accounted investees.

Working capital was impacted by an increase in short-term payables to the Nassau contractor by USD 13 million, offset by the payment of payables and expense accrual of major project expenses as of 31 March 2022. Eliminating these one-off expenses, the working capital movements would have been a negative, low single-digit USD million figure reflecting the build-up of working capital during the normalization of business activities during the Reporting Period.

Net interest expense of USD 31.3 million (net of interest received) reflects the cash costs of the outstanding gross debt, the decrease compared with the USD 36.2 million in the prior Reporting Period, reflects mainly that for most of the Reporting Period interest on the Sixth Street loan was accruing as payment-in-kind (PIK) interest.

Net capital expenditure (net of advances used or paid), of USD 78.5 million, primarily reflects the continued investment in Nassau Cruise Port.

Debt

Gross debt at 31 March 2023 was USD 672.4 million compared with USD 598.6 million at 31 March 2022.

Excluding IFRS 16 lease obligations, gross debt at 31 March 2023 was USD 612.3 million compared with USD 534.7 million at 31 March 2022.

Shortly before the end of the Reporting Period, GPH, through a 100% owned special purpose vehicle (SPV) in Malta, issued EUR 18.1 million of unsecured bonds due 2030 with a fixed coupon of 6.25% per annum. GPH guarantees these bonds, and the proceeds will be used to partially finance GPH's investment plans for recent cruise port acquisitions, mainly in Europe.

Also shortly before the end of the Reporting Period the Company partially drewdown on the growth facility under the Sixth Street loan (USD 38.9 million) to finance the Ege Port concession extension and related expenses.

The main drivers for the increase in gross debt were the partial drawdown of the growth facility under the Sixth Street loan (USD 38.9 million) to finance the Ege Port concession extension and related expenses, additional loans and bonds to finance the expected CAPEX for recent European acquisitions (Malta bond, and bank loans at Tarragona

Cruise Port and Canary Island Cruise Ports, combined USD 25.4 million), in addition to accrued (PIK) interest under the Sixth Street loan, partially offset by scheduled loan amortizations.

Net debt excluding IFRS 16 Leases was USD 494.0 million at 31 March 2023 compared with USD 435.0 million at 31 March 2022. The additional gross debt incurred in additional loans and bonds by way of additional loans and bonds described above had no material impact on net debt in the Reporting Period as the funds remained on the balance sheet as cash as at 31 March 2023 and have been invested shortly after the end of the Reporting Period (Ege Extension) or will be invested (debt raised for European expansion).

The increase in net debt is primarily driven by CAPEX at Nassau Cruise Port from the prefunded debt and equity capital raised, offset by the positive operating cash flow.

Global Investment Holdings (GIH), the majority shareholder of the Company has provided long-term, subordinated shareholder loans which as of 31 March 2023, amounted to USD 24.9 million, an increase of USD 21.9 million during the Reporting Period, to finance project expenses, debt service and general corporate purposes. These funds have helped support the continued expansion of the Group while cruise operations and debt capacity were significantly impacted by Covid and existing financial agreements.

Strategic review and financing

In May 2021, GPH entered into a five-year, senior secured loan agreement for up to USD 261.3 million with Sixth Street. This financing provided for two term loan facilities, consisting of an initial five-year facility of USD 186.3 million and an additional five-year growth facility of up to USD 75 million (of which USD 38.9 million has been drawn down as of 30 June 2023).

As part of this financing, GPH has issued warrants to Sixth Street representing a total of 11.0% of GPH's fully-diluted share capital. The warrants will become exercisable by Sixth Street upon certain specific events, including the acceleration, repayment in full or termination of the loan, de-listing of GPH or a change of control.

In January 2023, GPH announced that it was undertaking a strategic review of the Group's current capital and financing structure including considering a range of potential corporate activity including strategic investments, joint ventures and new partnerships, for the purpose of exploring ways to maximise value for all stakeholders.

As part of this review, GPH has engaged advisors and is in advanced discussions with rating agencies regarding a private rating assessment for the prospective issuance of further debt instruments by the Group, targeting an investment grade rating. The main purpose of the prospective financing would be to prepay the Sixth Street financing in order to reduce financing costs and extend the maturity of this debt, as well as provide capital for further growth. There can be no certainty what final credit rating will be achieved, and with respect to the terms, timing or implementation of any refinancing. Further details will be provided when it is appropriate to do so.

Capital commitments

Shortly after the end of the Reporting period, GPH has completed the aforementioned extension process for Ege Port investing ca. USD 38.0 million to extend the concession from 2033 to 2052.

The work to transform Nassau Cruise Port, which has been the primary driver of our increased borrowings over recent years, is now largely completed. The remaining cash CAPEX expected at Nassau Cruise Port during the 2024 Reporting Period is around USD 20 million. Global Ports Canary Islands S.L. (GPCI), our 80:20 joint venture between GPH and local partner, Servicios Portuarios Canarios, is scheduled to invest over the next two Reporting Periods approximately EUR 42 million into constructing new cruise terminals and modular terminal facilities at our three Canary Island ports. Debt financing for this project is in advanced stages with a Spanish bank, and a debt funding ratio of 75% is expected. The equity contribution will be shared with the local partner on a pro rata basis.

Also in Spain, we plan to invest approximately EUR 5.5 million into building a new state-of-the-art modular cruise terminal at Tarragona Cruise Port. The debt financing for this project is already secured from a local bank and fully disbursed in form of a long-term loan amounting to EUR 3.95 million.

Nassau Cruise Port refinancing

Shortly after the end of the Reporting Period, Nassau Cruise Port successfully refinanced its local bond issued in June 2020. The refinancing resulted in an increase in the nominal outstanding amount to USD 145 million inter alia because of the refinancing of accrued interest and transaction expenses (from USD 134.4 million) and a reduction in the fixed coupon to 6.0% (from 8.0%), reducing the annual interest payment by USD 2.0 million. The maturity date of 2040 remains unchanged, as does the principal repayment schedule, which is 10 equal annual payments from June 2031. The bond remains non-recourse to GPH or any other Group entity.

Jan Fomferra
Chief Financial Officer

A YEAR OF RECOVERY

Activity levels across the global cruise sector increased significantly during the Reporting Period. The steady rollback of Covid-19 travel restrictions, the redeployment of the global cruise fleet and the measured build-up of occupancy rates and bookings meant that by the end of the Reporting Period, the cruise industry was poised for a record performance in the 2023 cruise season.

The early part of the Reporting Period was characterised by the continued impact of Covid-19. The Omicron variant, which rose to prominence towards the end of the calendar year 2021, caused a delay in the easing of government imposed travel restrictions in some regions. Although they had virtually disappeared by the beginning of the Reporting Period, they had a negative impact on consumer behaviour for several months. The conflict in Ukraine, which broke out in February 2022, also had a detrimental effect on consumer behaviour.

This lingering impact was the result of a combination of factors. The imposition of renewed travel restrictions led to some cruise lines pausing their phased relaunch plans for their cruise fleet, effectively shifting expected fleet redeployment plans until later in the Reporting Period, these restrictions and the related media headlines occurred during the important wave season, a key cruise industry booking period from the middle of January to the end of March.

The cruise industry has historically shown to be resilient to geopolitical headwinds in a normalised trading climate due to the longer booking cycles compared to land-based tourism and aviation. However, these events occurred while the cruise industry was still in the process of redeploying the global cruise fleet and gradually rebuilding occupancy levels. These events consequently had a more material impact on the cruise industry than historically expected, with closer booking patterns being most affected.

The phased build-up of occupancy levels over time meant that each cruise ship's occupancy generally increased with the time it had been back at sea. Due to this dynamic, industry occupancy levels rose as the Reporting Period progressed.

In the US, in July 2022, the Centers for Disease Control and Prevention (CDC) announced that its Covid-19 Program for Cruise Ships Operating in US waters was no longer in effect. This decision gave cruise lines the freedom to set standards themselves. Although the cruise lines did not change vaccine requirements and pre-boarding testing immediately, this announcement marked the moment that Covid-19 restrictions began to fade.

The global cruise fleet was effectively fully deployed by the start of the important Caribbean winter season. Occupancy rates, which had increased throughout the Reporting Period, varied by region. However, overall they remained below pre-pandemic levels on average during the Reporting Period.

The important Caribbean cruise market experienced the strongest recovery in occupancy levels. By the fourth quarter of the Reporting Period, they had risen to, or close to, 100%. The European cruise market entered the seasonally quiet winter season, with occupancy levels lagging those experienced in the Caribbean. However, the industry anticipates European occupancy rates to return to pre-pandemic levels by summer 2023.

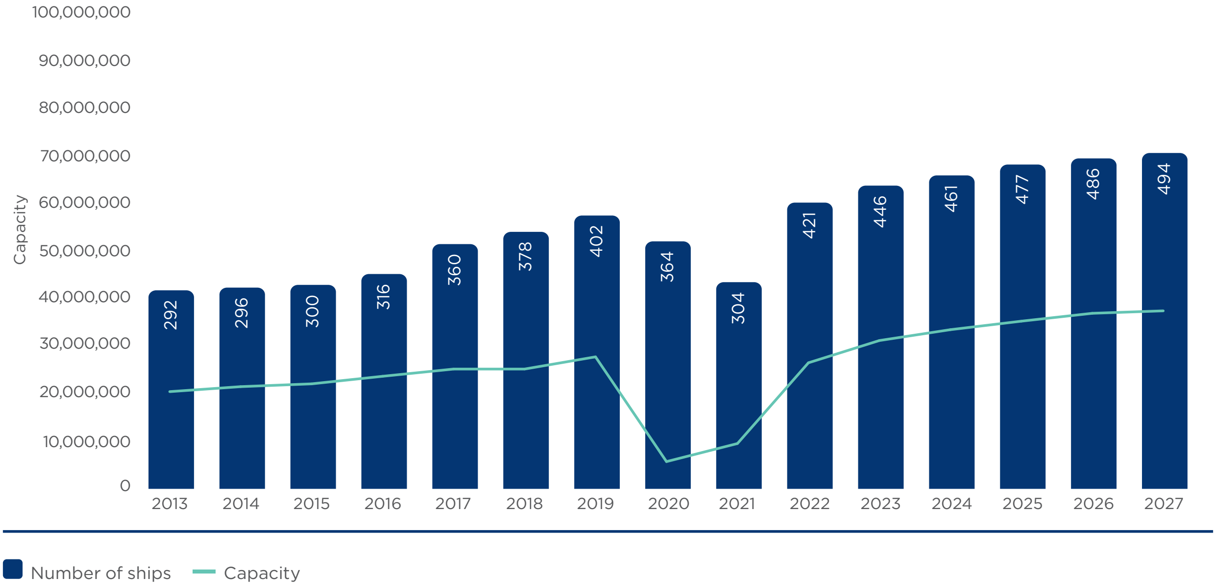
In May 2023, Norwegian Cruise Line (Norwegian) and Royal Caribbean provided positive updates regarding occupancy rates. Norwegian announced that its load factor or occupancy rate was 101.5% for the first quarter of the calendar year 2023, compared to just 48% in the first quarter of calendar year 2022, while Royal Caribbean occupancy rates were 102%. Norwegian expects occupancy rates to reach 105% in the second quarter of calendar year 2023, and Royal Caribbean expects occupancy to reach historical levels by late spring.

A year of records ahead

A substantial number of new ships joined the global cruise fleet during the Reporting Period. Among these new ships were a number of exciting firsts.

The 4,000-passenger Disney Wish was launched, the first of three new Triton-class cruise ships currently planned by Disney Cruise Line, Norwegian debuted the 3,600-passenger Norwegian Prima, the first of four sizable new cruise ships in the Prima class, and MSC Cruise debuted the 6,262-passenger World Europa, the first of four new ships in its World class.

Cruise industry growth – No. of ships and berth capacity



Even though it is not a new class of ship, Royal Caribbean debuted Wonder of the Seas during the Reporting Period. It became the world's largest cruise ship, with a gross tonnage of more than 230,000 and a passenger capacity of approximately 7,000.

Although it will not hold this title for long, in January 2024, Royal Caribbean will launch, Icon of the Seas, the first ship in its brand new Icon class. Icon of the Seas will have a tonnage of 258,000 and a passenger capacity of up to 7,600, which will make it the world's largest cruise ship.

The scheduled launch of new ships means the number of available berths across the global cruise fleet will reach all-time highs in calendar year 2023, and when combined with industry occupancy rates reaching pre-Covid-19 levels, the industry will be propelled to exciting new highs.

Industry booking patterns have been rebuilt to market norms over the last 12 months, and all major cruise lines have reported record booking trends for 2023.

Long-term industry growth

Looking further into the future, long-established demand and supply trends in the cruise industry have re-established themselves as key drivers of cruise industry growth. According to Cruise Industry News, by the end of 2027, passenger capacity in the cruise industry is forecast to grow to over 40 million, a growth rate of 45% from pre-Covid-19 levels.

The medium- to long-term demand trends have been largely unaffected by Covid-19. The growing appetite for leisure travel, if anything, has perhaps increased. The introduction of so many new classes of cruise ship in such a short time reflects the industry's drive to continue attracting new customers.

Before Covid-19, there was a need for many cruise ports to invest significantly in their infrastructure to meet the needs of the growing number of cruise ships and the growing size of these ships as well as the increased demand from passengers for an improved cruise port experience.

Given the expected growth in the industry out to 2027 and the expected increase in the size of ships, investment in cruise port infrastructure will be critical to many cruise ports holding onto the passengers they already welcome each year, never mind benefiting from the expected growth in the industry.

This anticipated growth brings exciting prospects and potential risks for those involved in the cruise port industry. Cruise ports will face some substantial obstacles due to the growing size of cruise ships and the continued growth and segmentation of the passenger base.

The cruse industry is forecast to experience significant growth in passenger volumes out to 2027.

A port today that can successfully handle two or three ca. 3,000 passenger ships simultaneously could require significant investment in order to be able to handle two or three of the newer passenger ships simultaneously. The same applies to smaller ports that can currently only handle one ca. 3–4,000 passenger ship at a time.

In the past, tendering gave some ports the flexibility to absorb more cruise traffic and passenger volume than their infrastructure could handle. The increasing capacity of the newest ships makes tendering unfeasible today.

The Covid-19 pandemic may have delayed the day of reckoning for some ports. However, with older, smaller cruise ships having exited the global cruise fleet since 2019, to be replaced by newer, larger ships, a crunch point is likely to be looming for many destinations. Failure to make the necessary investment to build future-proofed cruise port infrastructure could have profound implications for local economies.

A sustainable future

The cruise industry is primed for considerable expansion over the next few years, and this growth will be delivered more sustainably than ever before.

The cruise industry is making substantial efforts to lessen its environmental impact. The Cruise Lines Industry Association's members agreed in 2021 to reduce carbon emissions by 40% between 2008 and 2030, and to make cruising carbon neutral by 2050. While critics may call for more stretching targets, it is important to note that these objectives are set against the backdrop of a growing industry with long asset lives.

The cruise industry's fuel usage is perhaps the highest profile environmental impact. In 2016, new regulations for fuel oil's sulphur concentration were introduced by the International Maritime Organisation. According to these regulations, ships had to cut their sulphur content from 3.50% in 2016 to 0.50% by 2020 and 0.1% by 2025.

The cruise industry has significantly invested in retrofitting its current fleet with technology such as Exhaust Gas Cleaning Systems (EGCS) or 'scrubbers'. In most cases, these can reduce the sulphur content from 3.5% to the 0.1% required for the 2025 deadline and today's current emission control areas.

The industry is also investing heavily in shore power capability and alternative fuels. MSC recently took delivery of MSC World Europa, the first ship in its new World class. This ship is currently the largest Liquefied Natural Gas (LNG) fuelled ship in the global cruise fleet. In addition to using LNG, the ship also utilises a selective catalytic reduction (SCR) system, capable of reducing NOx emissions by 90% when LNG is not utilised. It is also capable of using shore power when in port. Around 50% of the current cruise ship order book, measured by gross tonnage, comprises ships that will run on LNG, according to a white paper by TotalEnergies titled 'The Drive for Cleaner Marine Fuels'.

Market capacity (total number of passengers each year at 100% occupancy)

	2019	2022	2023	2024	2025	2026	2027
Passenger numbers	27,736,118	26,484,699	31,164,308	33,445,141	35,231,301	36,886,831	37,403,469

Source: Cruise Industry News 2023 Annual Report

Expected improvement in sustainability credentials of global cruise fleet

	No. LNG-powered ships	Advanced waste water treatment systems (% of fleet)	Shoreside power connectivity (% of fleet)	Exhaust gas cleaning systems (% of fleet)
2021	<5%	74%	35%	76%
Order book	61%	100%	98%	88%

Source: Oxford Economics and Cruise Industry News

The Carbon Intensity indicator (CII), a new indication of a ship's carbon intensity based on grammes of CO_2 emitted per cargo-carrying capacity and nautical miles traversed, came into force during the Reporting Period. Under this regulation, all cruise ships over 5,000 gross tonnes must record and report on this measure. These ships will be rated between A and E, with those rated D or lower being required to take action to reduce emissions.

This measurement will provide the cruise sector with some particular challenges. The distance between some ports may be relatively short in some itineraries. As a result, a cruise ship may travel relatively slowly between the destinations. The fact that an essential component of the CII is the distance travelled would mean such port-to-port journeys would record a relatively high CII, while a longer journey with higher emissions overall could record a lower CII. Similarly, while in port, cruise ships that cannot use shore power produce emissions, but because they are not travelling, their CII will rise, even though their absolute emissions would be lower than if they were sailing. Such outcomes could promote behaviour that increases emissions while delivering a lower CII.

The industry is not only concentrating on lowering the impact of its fuel while at sea; shoreside power or cold ironing is another area that is receiving a lot of attention and investment. Ships can use shore power to use locally-generated electricity while in port. The CLIA declared in 2022 that by 2035 all cruise ships would be equipped to use shore power. Not all ports will be able to supply shore power. However, in many of those that can, port operators, local governments, cruise lines and port authorities are working closely together to deliver the investment needed to supply shore power.

The cruise industry is not just focused on emissions; the major cruise lines have all set sustainability targets and goals. These include reducing waste, managing wastewater and water resources responsibly and sustainable sourcing. While there is much work still to be done, the cruise industry is undoubtedly serious about improving its sustainability credentials.

HOW THIS IMPACTS GPH

GPH experienced a significant increase in cruise activity during the Reporting Period and, like the industry, saw a steady improvement in occupancy rates as the period progressed. You can read more about our performance and outlook for the 2024 Reporting Period in our Operational review on pages 50 to 55.

We expect to welcome a record number of cruise passengers in the year ahead, with cruise passenger volumes at our consolidated ports for the 2024 Reporting Period currently expected to be 11.8 million.

The industry's growth is increasing the need for many ports to invest in their cruise port facilities to accommodate the needs of cruise line passengers not just today but also for the next 10–20 years.

The cruise industry faces an exciting future. However, there will need to be a significant investment in cruise port facilities to facilitate this growth. Alongside this investment, the operational know-how required to handle increasingly larger ships and sharply rising passenger numbers requires increasingly sophisticated operational management systems and procedures. Read more about our USPs on page 14.

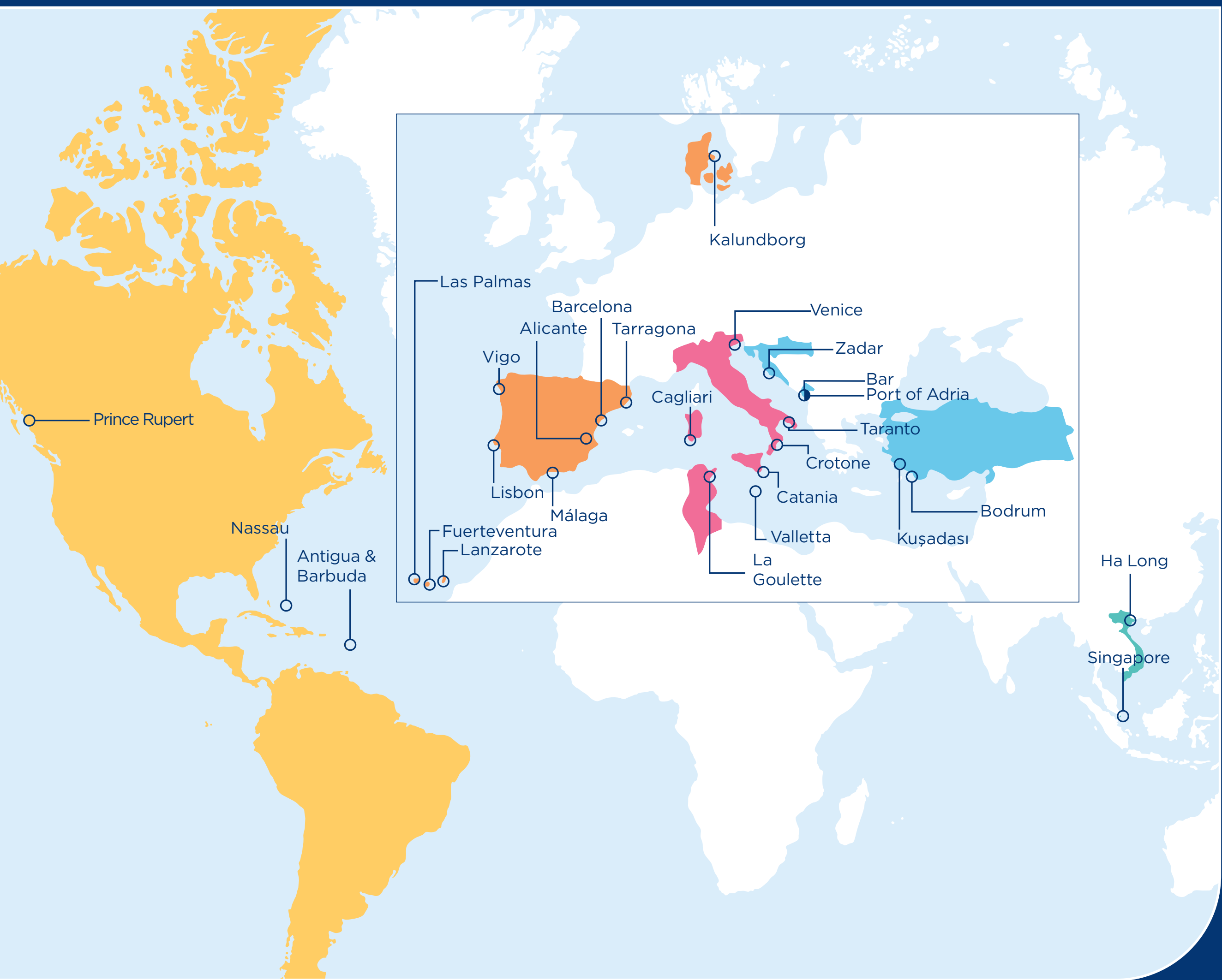
GPH's significant experience and know-how in port and destination development and global cruise port operations, honed from our experiences worldwide, means we are well-positioned to play a primary role in this investment and industry growth in the years ahead. Read more about some of our recent cruise port investments on pages 4 to 9.

The cruise industry is on a multi-decade sustainability journey, and GPH is on its own sustainability journey as we seek to reduce our impact on the environments in which we operate and to help facilitate the cruise industry meeting its environmental goals. We have established a sustainability group and have engaged an external consultant to help accelerate our sustainability journey.

We are already working on a range of projects, such as those to increase our use of solar power at our ports. In addition to our own environmental impact, we continue to work on projects to help facilitate the introduction of low-carbon fuel or power at ports, shore power or LNG bunkering. We look forward to the completion of Infrastructure Malta and Transport Malta's EUR 50 million shore power works in Valletta, Malta, which will reduce emissions in the Grand Harbour by 90%.

Read more about our sustainability journey on pages 18.

Given the strong performance of the Group and the continued growth in the number of ports in the network, it was decided during the Reporting Period to restructure the segmental financial reporting of the Group. GPH will now report by geographic segment, which better matches our organisational structure.



AMERICAS

GPH's operational performance in the Americas in the Reporting Period includes GPH's two Caribbean ports, Antigua Cruise Port and Nassau Cruise Port, as well as Prince Rupert, Canada, which was added to the network during the Reporting Period, but did not welcome its first cruise call until after the end of the Reporting Period when the Alaskan summer season 2023 started in April.

Trading in the Americas region improved strongly, with passenger volumes of 4.4 million for the Reporting Period compared to just 1.5 million in the prior Reporting Period. Our Americas region reported Adjusted revenue of USD 40.3 million and Adjusted EBITDA of USD 29.0 million, generating an Adjusted EBITDA margin of 72.0%.

Nassau Cruise Port
Nassau Cruise Port benefited from its proximity to the key home ports in Florida and the cruise lines' near-term desire to operate a higher volume than normal of short cruises in this part of the region at the expense of longer itineraries to other parts of the Caribbean. This decision helped Nassau Cruise Port report a 196% increase in cruise passengers to 3.8 million.

Nassau Cruise Port, on some days, is now hosting six cruise ships simultaneously, utilising the new berthing that was created as part of our significant investment into the port. On 27 February 2023, the port welcomed a record 28,554 passengers in a single day.

Our investment in the transformation of Nassau Cruise Port continued throughout the Reporting Period. In May 2023 the port hosted its grand opening party, welcoming over 500 local and industry partners to experience new upland facilities and the fantastic experience that now awaits cruise passengers at the port. Our vision for this iconic port is becoming a reality, and we believe this port will stand as a testament globally to our cruise port and destination development capabilities.

Antigua Cruise Port
Due to the major US cruise lines focusing on short cruises close to the Southern US home ports throughout the winter 2022-23 cruise season, the recovery rate in passenger volumes at Southern Caribbean cruise ports was less strong.

For GPH, this meant Antigua Cruise Port's cruise operations recovered at a slower pace than that experienced by Nassau Cruise Port.

While the recovery was slower, cruise passenger volumes at Antigua Cruise Port of 556,000 in the Reporting Period were still up 135% from the 237,000 welcomed during the prior Reporting Period.

Our Americas operations achieved a milestone in the last year with the signing of our first cruise port in North America. Signing a 10-year terminal operating agreement, with a 10-year extension option, for Prince Rupert Cruise Port in British Columbia, Canada, is an important step in our continued growth.

Prince Rupert Cruise Port is located at the heart of the British Columbian cruise market, just 40 miles from Alaska, one of the largest cruise markets in the world, and ideally placed for cruise itineraries to and from the key homeports in the region: Seattle and Vancouver. Prince Rupert Cruise Port is expected to welcome nearly 80,000 passengers over the 2023 Alaskan summer cruise season. The port has the infrastructure and capability to handle larger ships, and GPH expects to drive a significant increase in passenger volumes in the years ahead.

PORTS

Antigua Cruise Port
100%
GPH ownership
Acquisition date:
2019
End of concession:
2049

Nassau Cruise Port
49%
GPH ownership
Acquisition date:
2019
End of concession:
2048

Prince Rupert Cruise Port
100%
GPH ownership
Acquisition date:
2023
End of concession:
2032

In August 2022, GPH signed a 30-year concession agreement for San Juan Cruise Port, Puerto Rico.

In October 2022, a MoU was signed for a 30-year concession, with a 10-year extension option, for the cruise port of St Lucia.

WEST MED & ATLANTIC

GPH's operational performance for the West Med & Atlantic region includes our Spanish ports Barcelona, Fuerteventura, Lanzarote, Las Palmas, Málaga, and Tarragona, as well as Kalundborg, Denmark, and the equity pick-up contribution from Lisbon and Singapore. Alicante Cruise Port will start to contribute in the 2024 Reporting Period.

Overall passenger volumes were 2.9 million, an increase of 450% compared to the comparable Reporting Period. This strong performance was despite the fact that, at the start of the Reporting Period, the recovery in passenger volumes in this region was negatively impacted by the uncertainty around the Omicron variant during the important 2022 booking season and the lower onboard capacity limits set by the cruise lines as they ramped up operations in early summer 2022.

The easing of travel restrictions as the Reporting Period progressed led to increased cruise activity across our West Med & Atlantic region. Call volumes, particularly at Barcelona, the largest port in the Mediterranean, were strong and by the end of the 2022 season were close to 2019 levels. However, occupancy rates, which rose steadily throughout the Reporting Period, remained below industry norms. The major cruise lines expect occupancy to reach fully recover ahead of the summer season 2023.

Barcelona Cruise Port welcomed Virgin Voyages', Valiant Lady, for its inaugural homeporting season. Our refurbishment of the WTC Terminal South in Barcelona was completed ahead of the 2023 cruise season, this investment was a key factor in the port attracting more luxury cruise lines, including Virgin Voyages.

Kalundborg Cruise Port, Denmark, marked a milestone during the Reporting Period when it welcomed AIDAnova, the largest ship to ever call at the port.

The West Med & Atlantic network grew its cruise port footprint further during the Reporting Period. At the beginning of the Reporting Period, Tarragona Cruise Port joined the network after we signed a 12-year concession with a six-year extension option. This port recently underwent a EUR 30 million investment into the port infrastructure by the port authority, including a new cruise pier and the provision of shore power. Under the terms of the concession agreement, GPH will invest in building a new state-of-the-art modular cruise terminal expected to cost around EUR 5.5 million, which will utilise solar power to ensure the sustainable provision of the terminal's energy needs.

We added three new ports to the network In August 2022 when GPH's 80:20 joint venture with a local partner signed concession agreements in the Canary Islands: Las Palmas Cruise Port (40 years); Lanzarote Cruise Port (20 years); and Fuerteventura Cruise Port (20 years). As part of the agreements, the joint venture will invest approximately EUR 42 million into constructing a new cruise terminal in Las Palmas and modular terminal facilities in Lanzarote and Fuerteventura. These three cruise ports handled 1.5 million cruise passenger movements in 2019, compared to 0.8 million passengers handled since the takeover late in 2022, a period which was characterized by the recovery towards pre-pandemic levels, ramp-up phase by GPH and only partially covered the main winter season.

Shortly before the end of Reporting Period, we added Alicante Cruise Port, Spain, when we signed a 15-year cruise port concession with the same partner and the same joint venture structure as in the Canary Islands.

PORTS

Barcelona Cruise Port
62%
GPH ownership
Acquisition date: 2013-2014
End of concession: 2026 (WTC Wharf), 2030 (Adossat Wharf)

Málaga Cruise Port
62%
GPH ownership
Acquisition date: 2013-2014
End of concession: 2038 (Levante), 2041 (Palmeral)

Fuerteventura Cruise Port
80%
GPH ownership
Acquisition date: 2022
End of concession: 2042

Lanzarote Cruise Port
80%
GPH ownership
Acquisition date: 2022
End of concession: 2042

Las Palmas Cruise Port
80%
GPH ownership
Acquisition date: 2022
End of concession: 2062

Tarragona Cruise Port
100%
GPH ownership
Acquisition date: 2022
End of concession: 2034

Lisbon Cruise Port
46.2%
GPH ownership
Acquisition date: 2014
End of concession: 2049

Kalundborg Cruise Port
100%
GPH ownership
Acquisition date: 2021
End of concession: 2041

Alicante Cruise Port
80%
GPH ownership
Acquisition date: 2023
End of concession: 2038

Singapore Cruise Port
24.8%
GPH ownership
Acquisition date: 2014
End of concession: 2027

CENTRAL MED

Our Central Med region includes Valletta Cruise Port, Malta, GPH's four Italian ports (Cagliari, Catania, Crotone and Taranto) and the equity pick-up contribution from La Goulette, Tunisia and Venice Cruise Port, Italy.

Trading in this region was similar to that experienced in the West Med & Atlantic region, with cruise calls rising strongly compared to the prior Reporting Period but with lower than-normal occupancy levels. Like with the West Med, occupancy levels rose as the Reporting Period progressed.

The Central Med region, driven by Valletta Cruise Port, GPH's largest port in this region, welcomed 1.0 million passengers in the Reporting Period, a significant increase of 208% from the 328,000 passengers welcomed in the comparable period but 26% lower than the 1.4 million welcomed in the 12 months to March 2020.

The work to complete the EUR 49.9 million Grand Harbour clean air project in Valletta is progressing well. Infrastructure Malta and Transport Malta are funding this project, which includes a EUR 37 million investment to provide shore power to five cruise ship quays and is expected to complete shortly. We were delighted when Valletta Cruise Port was awarded 'World's Best Cruise Terminal for Sustainability' by the World Cruise Awards.

Elsewhere, we extended the concession at Cagliari, by two years, at no cost, and Taranto Cruise Port was awarded Destination of the Year at the Seatrade Cruise Awards.

We were delighted when La Goulette Cruise Port, welcomed the return of cruise passengers during the Reporting Period. After a seven-year break, this was an important moment for La Goulette Cruise Port, the country of Tunisia and all of our local stakeholders.

PORTS

Cagliari Cruise Port
70.9%
GPH ownership
Acquisition date:
2016
End of concession:
2029

Catania Cruise Port
63.2%
GPH ownership
Acquisition date:
2016
End of concession:
2026

Crotone Cruise Port
100%
GPH ownership
Acquisition date:
2022
End of concession:
2026

La Goulette Cruise Port
50%
GPH ownership
Acquisition date:
2019
End of concession:
2036

Taranto Cruise Port
100%
GPH ownership
Acquisition date:
2021
End of concession:
2041

Valletta Cruise Port
55.6%
GPH ownership
Acquisition date:
2015
End of concession:
2066

Venice Cruise Port
11.2%
GPH ownership
Acquisition date:
2016
End of concession:
2024

EAST MED & ADRIATIC

GPH's East Med & Adriatic operations include the flagship Turkish port Ege Port, as well as Bodrum Cruise Port, Türkiye and Zadar Cruise Port, Croatia. In this region, the impact on passenger volumes of lower than-normal occupancy levels was outshone by the significant increase in cruise calls compared to the comparable Reporting Period.

Passenger numbers in the East Med & Adriatic region were 905,000, a significant increase of 4,289% from the 21,000 welcomed last fiscal year and the 351,000 in the pre-pandemic 12 months to March 2020. This strong recovery in passenger volumes was driven by the performance of our Turkish ports.

In 2017, our Turkish ports suffered a sharp drop in passenger numbers due to geopolitical concerns. In early calendar year 2020, bookings from the cruise lines indicated that Ege Port would report a strong recovery in passenger volumes. Unfortunately, the onset of the Covid-19 pandemic meant this expected recovery did not materialise.

Despite the lower-than-normal occupancy levels across the industry in the Reporting Period, the pent-up demand to return to cruising to Turkish ports drove the strong performance in the East Med & Adriatic region.

During the Reporting Period, Ege Port welcomed Odyssey of the Seas, the largest ever cruise ship to call at a Turkish port. Zadar hosted a record four ships simultaneously.

These further records and new highs underpins the strength of the industry and expected growth across the industry in terms of the number of cruise ships in the global cruise fleet and the size of those ships.

On 6 February 2023, an earthquake in the east of Türkiye caused significant damage to buildings and infrastructure and caused a humanitarian crisis. The earthquake had no impact to our Turkish cruise ports or the communities they are located in, but we opened our cruise ports in Türkiye to help support the relief efforts.

The ports were utilised as logistics centers and provided temporary accommodation for some of the victims. In all of our destinations, we set up an earthquake relief campaign in collaboration with local and international NGOs at our ports.

Shortly after the end of the Reporting Period, GPH reached an agreement to extend its concession agreement for Ege Port. The original concession agreement was due to expire in July 2033, and following this extension agreement, the concession will now expire in July 2052.

PORTS

Bodrum
60%
GPH ownership
Acquisition date:
2007
End of concession:
2067

Ege Port Kuşadası
90.5%
GPH ownership
Acquisition date:
2003
End of concession:
2052

Zadar
100%
GPH ownership
Acquisition date:
2018
End of concession:
2038

OTHER

Our Other reporting segment includes our commercial port, Port of Adria, Montenegro, our management agreement for Ha Long Cruise Port, Vietnam and the contribution from our new Port Services Businesses.

Our Ancillary Port Services are services aimed at enhancing cruise passengers' overall experience in the port and destination. These new Ancillary Port Services include services such as provision of shore services, stevedoring, waste removal, and luggage/passenger screening services, and are provided by Shore & Balearic Handling and other entities under GPH Destination Services.

We are focused on growing our Ancillary Port Services at GPH-operated cruise ports as well as ports operated by third parties.

For example, during the Reporting Period we provided a range of Port Services to Virgin Voyages' ships at Spanish ports. At Barcelona, we provided and managed an encompassing range of services directly or via third parties, including stevedoring, port agency and crew services. We also provide services at our ports in Málaga and Lisbon and an additional four non-GPH Spanish and Portuguese ports. This agreement is an exciting development and an important first step in our ambitions to grow our Ancillary Port Services revenues.

As a result of the change to our segmental financial reporting, we no longer report Port of Adria's performance separately, reflecting our strategic focus on cruise operations and the fact Port of Adria's EBITDA contribution to the Group is small. The Board of Global Ports Holding continues to consider its options regarding Port of Adria, including its potential sale.

PORTS

Ha Long

Management agreement

GPH ownership

Acquisition date:
2019

End of concession:
2034

Port of Adria

63.2%

GPH ownership

Acquisition date:
2013

End of concession:
2043

STAKEHOLDER ENGAGEMENT

The support of our stakeholders is key to how we operate and we engage with them as part of our day-to-day business.

The Directors are aware of their duty under Section 172 of the Companies Act 2006 to act in the way which they consider, in good faith, would be most likely to promote the long-term success of the Company for the benefit of its members as a whole and, in so doing, take into account the need to build and maintain strong relationships with all key stakeholders, whether they are from within the Group or outside.

GPH looks after assets that were built decades ago and we currently have concession agreements that do not end until the 2060s. A key element of our strategy is to successfully add new long-term, multi-decade, cruise port concessions and agreements to our network, expanding our global network.

The length of our concession agreements means the Board is very aware that our short-term decisions today will impact our business and all of our stakeholders not just for years but for decades to come.

Set out in the table below are details of our key stakeholders, with details on how the Board engaged with them in the period and what significant actions have resulted from this engagement.

EMPLOYEES

Across the Group we have over 594 employees from at least 15 nations. In a service industry like ours, the importance of our employees cannot be overestimated.

We rely on our employees to uphold our values and vision and to enable the delivery on our strategic priorities. Attracting and retaining the right people is essential to maintaining and evolving our company culture and generating long term sustainable value for our shareholders

Issues that matter to them

- Fair and equitable remuneration.
- Healthy & safe working environment
- Career development opportunities.
- Diversity and inclusion.

How we engage

- We communicate and engage with our employees in many ways to ensure they understand our mission and values.
- We communicate our health and safety policies and ensure our employees are suitably trained.
- All of our team have individual performance reviews, which allows the identification of training needs and career aspirations.
- Senior management visits to ports were reintroduced.
- We also reintroduced our Port GM and senior management face-to-face meetings during the Reporting Period and we also held a number of small GM meetings at various industry events.

Examples of significant actions resulting from engagement:

- The cost of living has been an important topic globally in the Reporting Period. As a result of the ongoing pressure, we went through a process of granting measured and locally relevant pay increases across the Group.

GOVERNMENT AND LOCAL AUTHORITIES

Governments and local authorities are often our ultimate landlords, but they are also our partners.

Strong engagement with government and local authorities at all levels is essential to our business.

Issues that matter to them

- Growing passenger volumes.
- Passenger spend in the destination.
- Direct and indirect employment of locals.
- Economic impact in the destination.
- Management of passenger impact in the destination.
- Sustainability of our cruise port operations in their country or region.

How we engage

- Our Board, senior management and Port GMs meet regularly in person or virtually with senior government ministers, local government officials and port authorities.
- Our senior team regularly present on the benefits that GPH can bring to a port and destination in terms of investment, operational expertise, passenger growth, local stakeholder engagement, and direct and indirect employment.
- We also work and collaborate with government and local authorities on projects such as the provision of shore power at Valletta Cruise Port.

Examples of significant actions resulting from engagement:

- Awarded cruise port concessions for Alicante Cruise Port, Fuerteventura Cruise Port, Lanzarote Cruise Port, Las Palmas Cruise Port and Tarragona Cruise Port.
- We also added our first cruise port in North America, Prince Rupert Cruise Port, Canada.
- We signed a concession agreement for San Cruise Port, Puerto Rico and an MoU for St Lucia Cruise Port, St Lucia.
- After the end of the Reporting Period we extended our concession for Ege Port by 19 years to 2052.

OUR COMMUNITIES & ENVIRONMENT

While our cruise ports are a gateway to a destination and bring employment opportunities and economic benefits to local economies, we are acutely aware of the broader needs of the local communities in which we operate.

We are committed to limiting the impact of our operations on the environment through sustainable business practices; and the impact of the Group's activities on the environment and the communities where we operate is an important consideration in our decision-making.

Issues that matter to them

- Employment opportunities.
- Good employment practices and supporting local communities.
- Providing opportunities for local businesses to benefit from tourism and trade.
- Environmental impact of our port operations and promotion of sustainable practices.
- Environmental and social impact of cruise tourism in the destination.

How we engage

- Our senior management and Board members engage directly with local communities, particularly at new ports.
- Our senior management and port management engage directly with local interest groups and stakeholders, such as local business owners and taxi driver associations. At new ports this engagement, where possible, occurs before a port is added to the network.

Examples of significant actions resulting from engagement:

- Where appropriate we provide training to local businesses so they can be better placed to benefit from cruise tourism.
- We work with local businesses to develop and promote excursion programmes that will appeal to cruise passengers. This is particularly important at new ports in our network, where this kind relationship and support is new.
- Our GPH operating procedures, and health and safety procedures ensure strict adherence to environmental and health and safety protocols.
- We have created a sustainability working group to accelerate our sustainability journey.

INVESTORS

The continued support of our investors plays a pivotal role in supporting and financing our business. We endeavour to maintain a close and supportive relationship with shareholders and debt providers.

Issues that matter to them

- GPH's financial performance, both in the short term and long term.
- Strong communication on our growth strategy.
- Successful execution of the Group's strategy.
- Development of a credible sustainability strategy.

How we engage

- Engagement with our investors is driven by our investor relations programme.
- During the Reporting Period we returned to in-person meetings with investors and stepped up our ad hoc calls and meetings with equity investors.
- Our Chairman/CEO and CFO also met with shareholders throughout the Reporting Period.
- GPH Annual Report, RNS and press statements and investor presentations.
- We have ongoing engagement and reporting with our financing banks and debt investors.

Examples of significant actions resulting from engagement:

- The Board and senior management remain focused on delivering on our long-term strategy, which we believe will be to the long-term benefit of shareholders and debt providers.
- Shortly after the end of the Reporting Period Nassau Cruise Port successfully refinanced its private bond offering, resulting in the nominal outstanding amount rising to USD 145 million from USD 134.3 million and the coupon reducing 8.0% to 6.0%.

CRUISE PASSENGERS

Cruise passengers are at the heart of our business and we are passionate about delivering a great experience at every one of our ports.

Issues that matter to them

- Safe and welcoming environment.
- Well-invested port facilities.
- Helpful information on the destination.
- Convenient transport links.
- Enjoyable and unique things to do in the port and the destination.

How we engage

- Every time a ship calls, our port teams and our partners engage with cruise passengers through our Guest Information Centres and the provision of a range of ancillary services at each port.
- We carry out regular passenger satisfaction surveys at all our ports.

Examples of significant actions resulting from engagement:

- Our investment into Nassau Cruise Port continued, once completed this investment will transform the passenger experience at this cruise port.
- We have developed and launched Cruise Genie, an AI-based app that assists passengers in port, based on their personal preferences.

CRUISE LINES

Cruise lines are our customers and our partners. Delivering a service that meets the needs of cruise lines and their customers at every one of our ports is central to our continued success.

Issues that matter to them

- Safe and welcoming environment for their ship, passengers and crews.
- Berthing and pricing policies.
- Berths being available when expected.
- Good provision of ship and port services.
- High passenger satisfaction when in port.
- Sustainable cruise port operations and support in reducing the cruise industry's environmental impact.

How we engage

- Our Board and senior management receive regular updates from across all our ports on our interactions with cruise lines.
- The Board and senior management engage and meet regularly with cruise lines and their senior management teams on a range of topics.
- Our senior management and port teams attend all major cruise events which always includes formal and informal meetings with cruise line executives.
- Some cruise lines are also our partners in a number of our cruise ports.

Examples of significant actions resulting from engagement:

- Throughout the Reporting Period we worked with cruise lines to ensure the successful ramp up of cruise operations.
- Where appropriate and possible we rolled out our integrated services package at our ports and third-party ports.
- We worked closely with the major cruise lines to ensure they were fully aware of the progress of our redevelopment of Nassau Cruise Port and how this would positively impact passengers.

OPERATING SUSTAINABLY FOR PEOPLE, ENVIRONMENTS AND COMMUNITIES

As the world's largest independent port operator, we take seriously our responsibilities towards the safety and well-being of our people, our passengers, and the environments and communities in which we operate.

There is an increasing global regulatory focus on sustainability, climate change, greenhouse gas and other emissions, and climate change is a pressing global challenge. As a Group, we recognize the significant risks to our operations and the wider environment posed by climate change. There is an urgency to act and for everyone to play a role in transitioning to a low-carbon economy.

GPH has begun a project to accelerate its sustainability journey, including the need to implement the Task Force on Climate-related Financial Disclosures (TCFD) requirements by next year's Annual Report. As a first step, GPH has appointed independent sustainability consultants and has created a sustainability working group from across the organization.

While this working group is still in its infancy, it will undertake an informed climate risk assessment, including relevant stakeholder engagement to identify material risks and opportunities and the setting, monitoring and reporting on climate-related targets across the organization. The sustainability working group will also work with internal stakeholders to integrate climate-related reporting and risks into management and Board decision-making.

During the 2024 Reporting Period, we will undertake our first assessment using the TCFD framework. We plan to publish our first report aligned with the TCFD requirements in the Group's 2024 Annual Report.

It is important to note that we believe this will formalize much of the work we are already doing as part of our day-to-day operations.

For example, during the Reporting Period, Seatrade Cruise announced that Nassau Cruise Port had been selected as a finalist in the Sustainability Initiative of the Year category for the Nassau Cruise Port Redevelopment. The project includes several substantial eco-friendly design elements, including the production of 1.5MW of solar power, full facility LED lighting, low water usage plans, full facility recycling plans, and incorporation of new green space into the downtown core. Valletta Cruise Port was awarded 'World's Best Cruise Terminal for Sustainability' by the World Cruise Awards.

We look forward to formalizing our sustainability focus and reporting on our sustainability targets and goals.

Three primary pillars support our current approach to corporate responsibility:

1. A GROUP-WIDE ENVIRONMENTAL POLICY

Our Environmental Policy sets out the Group's over-arching approach to environmental awareness and practices, and our HSE Manual defines all health, safety and environmental guidance across the Company. Our policies combine unified global standards with specialist local port knowledge.

2. ISO CERTIFICATION AND SUSTAINABILITY

Our HSE Manual is very closely aligned with ISO standards and ISO accreditations. We seek to achieve relevant ISO certifications for our ports where possible and practical. We also consider the globally recognized EcoPort certification and assessment programme. Importantly, we are also focused on facilitating, where possible, the cruise industry's targets for reduced emissions and a smaller environmental impact.

3. LOCAL STAKEHOLDER ENGAGEMENT

We consider ourselves guests in our host port communities, and we actively engage with our host communities to make sure we contribute positively and sustainably to local life and needs.

NON-FINANCIAL AND SUSTAINABILITY STATEMENT

Pursuant to the European Union (Disclosure of Non-Financial and Diversity Information by certain large undertakings and groups) Regulations 2017 (the Non-Financial Regulations), GPH is required to report certain non-financial information to provide an understanding of its development, performance, position and the impact of its activities. Below, we have set out the location of the information required by the Non-Financial Regulations in this Annual Report.

Requirement	Relevant policies	Section(s) in Annual Report	Pages
Environmental matters	Environment Policies	Corporate responsibility	**62 to 69**
Social matters		Corporate responsibility	**62 to 69**
Employee matters	Employee Rights Policy	Corporate responsibility	**62 to 69**
Health and Safety Policy	Corporate Responsibility Policy	Corporate responsibility, Governance report	**62 to 69** **70 to 85**
Human rights	Human Rights Policy	Corporate responsibility, Governance report	**62 to 69** **70 to 85**
Anti-corruption and bribery	Anti-Bribery and Corruption Policy	Corporate responsibility	**62 to 69**
Business model		Business model	**12 to 15**
Non-financial KPIs		Key performance indicators	**28 to 29**

1. A GROUP-WIDE ENVIRONMENTAL POLICY

Our Environmental Policy sets out the Group's over-arching approach to environmental awareness and practices. It aims to ensure compliance with environment-related laws and regulations, international regulations, and the legal regulations and ethical principles in the countries where the Group operates, as well as determining relevant internal responsibilities and rules. Our Environmental Policy can be found on our website at www.globalportsholding.com/investors/policies/

Section four of the Policy sets out the Group's main commitments:

- to abide by the principles and guidelines of the European Bank of Reconstruction and Development with respect to Environmental and Social Policy, as published from time to time, insofar as the same are compatible with the operations of a publicly listed company;
- to carry out its port activities in accordance with applicable environmental legislation and international standards;
- to manage and reduce the environmental impacts of its business activities and continuously improve its environmental performance;
- to reduce its greenhouse gas emissions to minimize its impact on climate change;
- to carry out activities to reduce its air emissions;
- to lower its water consumption and use of natural resources while using them in the most efficient way in all its operations, and treat and discharge water emissions (wastewater) in accordance with applicable legal requirements;
- to conduct activities to assess, reduce and recycle waste resulting from our activities at source and dispose of them as required by applicable legislation;
- to conduct activities to reduce energy use and increase energy efficiency in all stages of its operations; and
- to continuously monitor our operations, identify areas for improvement and set targets.

The Group has also committed to employee awareness, training, and disclosure of its environmental performance to shareholders and other stakeholders. Our HSE Manual defines all company health, safety and environmental guidance.

It is reviewed regularly and updated to reflect global best practices and in-house knowledge-sharing across the business. It was updated in April 2022.

Several important international standards create the framework for our HSE Manual:

- ISO 9001: 2015 – Quality Management System;
- ISO 14001: 2015 – Environmental Management System;
- ISO 45001: 2016 – Occupational Health and Safety Management System;
- ISO 27001: Information Security Management System;
- ISO 10002: Customer Satisfaction Management System;
- ISO 28001: Security Management Systems for the supply chain; and
- ISO 50001: Energy Management.

By attaining and maintaining international standards across our port network, we will comply with (and often exceed) the requirements of all applicable local laws. Even then, we regard these as minimum standards only and strive to improve every aspect of our HSE performance year-on-year.

There is no higher priority at GPH than the safety of people. It takes precedence over all other considerations; no practical or commercial interest can override it.

Across all our ports, the goal is to prevent injury, harm and illness and to ensure the personal safety of employees, contractors, the public and our community. Our HSE Manual ensures that we comply with legislation and embed activities and training into our culture to prevent incidents from occurring or reoccurring.

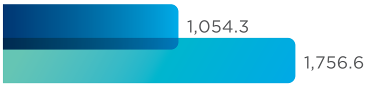
If an incident or a 'near-miss' occurs, we have defined reporting procedures and, where applicable, use the learning we gain to design preventative action.

Table of certifications

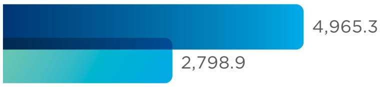
Port	ISO standards					Other standards		
	9001	28001	14001	45001	50001	EcoPorts	Green Ports	QSCs for Spanish Ports
AMERICAS								
Antigua								
Nassau								
Prince Rupert								
WEST MED & ATLANTIC								
Alicante								
Barcelona	2023		2023					X
Fuerteventura								
Kalundborg								
Lanzarote								
Las Palmas								
Málaga	X		X			2023		X
Tarragona								
Valencia								
Vigo	X		X					
WEST MED & ATLANTIC								
Cagliari	X		X			2023		
Catania	X		X			2023		
Crotone	2023		2023			2023		
La Goulette								
Taranto	X		X			2023		
Valletta	2023		2023				2023	
EAST MED & ADRIATIC								
Bodrum	X		X	X		X	X	
Kuşadası	X		X	X		X	X	
Zadar								
OTHER								
Ha Long	X							
Port of Adria	X		X	X				

1. A GROUP-WIDE ENVIRONMENTAL POLICY CONTINUED

Scope 1
(tonnes CO_2e)



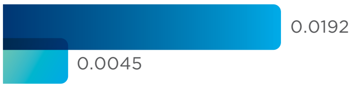
Scope 2
location-based (tonnes CO_2e)



Scope 1 & 2 total
location-based (tonnes CO_2e)

Carbon intensity
per full-time equivalent employee (tonnes CO_2e)

Carbon intensity
per m_2 facility area (tonnes CO_2e)



Port network:
1 injury at work

2023 2022

Like any business, our day-to-day operations carry potential risks that must be mitigated. In our case, we welcome millions of passengers who travel through our facilities; we work next to and on water, and accommodate some of the world's largest cruise ships.

During the year, there were zero reportable incidents involving cruise passengers. There was one injury to an employee at work during cruise port operations that required an absence from work.

Additionally, we lift and move thousands of tonnes of cargo at our cargo port every month. To do this safely, we set rigid processes and invest significantly in highly trained teams, equipment and infrastructure.

At our commercial port, Port of Adria, there were zero injuries at work in the Reporting Period, compared to six in the 2022 Reporting Period. We have worked hard to increase our employees' awareness of health and safety issues, and secure their buy-in to our safety culture. We have put an emphasis on 'toolbox' training, techniques and procedures, and a more robust and constant reinforcement of the need for safety in everything we do.

We also commit to taking the greatest care of our environments. Our HSE Manual lists recognized procedures for diverse demands, including waste handling and effluents, noise, dredging, construction, emissions, handling dangerous substances, underwater noise and vibration, and spill prevention and control.

We strongly believe that sustainability is a central part of our way of doing business. However, we look forward to accelerating our sustainability journey during the 2024 Reporting Period and publishing our first report aligned with the TCFD requirements in the Group's 2024 Annual Report.

2. ISO CERTIFICATIONS AND SUSTAINABILITY

As the world's largest port operator, we take our responsibilities towards sustainability seriously. We seek to tread as lightly as we can, minimizing our impact on the planet and protecting the environments in which we work.

Our HSE Manual creates the framework for our environmental policies, with a central focus on ISO standards and ISO accreditations.

By seeking to attain and maintain international standards across our port network, we comply with (and often exceed) the requirements of all local laws that apply to our operations. Even then, we regard these as only minimum standards and strive to improve every aspect of our HSE performance year-on-year.

To support our environmental aims and our goal of growing sustainably, we introduced an EcoPorts certification in 2019. EcoPorts is the main environmental initiative of the European port sector.

Although we aimed to have all our ports EcoPorts certified, the regulations in some regions state that it is port authorities, rather than the terminal operator, that gains EcoPorts certification. Nevertheless, EcoPorts is more than just a certification scheme. Its processes provide a good framework for environmental standards and improvement for port operators.

EcoPorts is designed to start a process of continuous environmental improvement at a port. The Port Environmental Review System (PERS) builds on the policy recommendations of European Sea Ports Organisation (ESPO).

Each of our ports has an environmental improvement plan in place and is well-positioned to support their respective port authorities in achieving EcoPorts certification.

Sustainability

The cruise industry is taking significant steps to reduce its environmental impact. In 2021, the Cruise Lines Industry Association members agreed to reduce carbon emissions by 40% by 2030, compared with 2008 and target net carbon neutral cruising by 2050.

In order to achieve this, the cruise industry will need to adopt a range of sustainable power solutions while at sea and in port. Over the years ahead, as cruise ships on the current order book enter the market, there will be a significant increase in cruise ships capable of using sustainable power, such as LNG and shore power.

A significant barrier to the widespread adoption of shoreside power is the sizable investment in power infrastructure required by local governments or port authorities before it can be provided.

As well as being expensive, such works require close collaboration amongst stakeholders. Furthermore, in many cases, local power grids are not able to either provide the required power or are not able to provide the required power from clean energy sources.

As the world's largest independent cruise port operator, GPH is ready to play its part in enabling this transition to shore power and LNG at our ports.

During the Reporting Period, the infrastructure work, carried out in partnership with GPH, Infrastructure Malta and Transport Malta, at Valletta Cruise Port to enable the provisioning of shore power made considerable progress. Once complete, this project will reduce the nitrogen dioxide emitted by cruise ships at the port by over 90% and the sulphur dioxide by 99.6%.

Elsewhere GPH and the port authority are conducting a feasibility study for the provision of shore power at Lisbon Cruise Port.

Regarding GPH's direct power needs, we are very focused on using sustainable power where feasible. There are ongoing projects for solar power in Nassau Cruise Port, Ege Port and Bodrum Cruise Port. Our plans for our new Spanish ports: Alicante Cruise Port, Fuerteventura Cruise Port, Lanzarote Cruise Port, Las Palmas Cruise Port and Tarragona Cruise Port, include energy-self-sufficient and environmentally friendly terminal buildings.

We are also working on things like sustainable maintenance, focusing on energy-efficient alternatives such as LED Lighting and high-efficiency Heating, Ventilation and Air Conditioning Systems (HVAC) to maintain comfortable temperatures with reduced energy consumption.

2. ISO CERTIFICATIONS AND SUSTAINABILITY CONTINUED

Credit: Infrastructure Malta

3. LOCAL STAKEHOLDER ENGAGEMENT

We consider ourselves guests in our port destinations and work hard to engage with our local stakeholders. This engagement ranges from helping good causes in our local communities to engaging with local stakeholders and businesses or promotion of the business interests of minority groups.

Just some of the examples of how our ports engaged with their local communities in the Reporting Period included:

- At Nassau Cruise Port, we partnered with the Access Accelerator, Small Business Development Centre (SBDC) to provide vendors with access to grant funding of up to USD 20,000. The funding will be used to assist these small Bahamian business owners with resources to fit out their marketplace boutiques within the port and will aid in the development of authentic Bahamian tourism products.
- Nassau Cruise Port supported the Bain and Grants Town Community by donating USD 1,500 in coupons from John's Shoes & Accessories for school shoes and back-to-school supplies.
- Following the tragic events on the 6 February 2023, our ports in Türkiye, Kuşadası and Bodrum, were utilized as logistics centers, and we provided temporary accommodation for some of the victims. Outside of Türkiye, we set up an earthquake relief campaign in collaboration with local and international NGOs at our ports.
- Barcelona Cruise Port continued to work closely with the Talita Foundation, which supports the educational integration of Down's syndrome children, both at school and in society.

We are committed to treading as lightly as possible, minimizing the impact on the planet and protecting the environments in which we work.

Therefore, we work to ensure that the passengers we welcome are a benefit and not a burden to local communities. We consult closely with local stakeholders, including local government and tourism agencies, to avoid undue pressure on the local environment, infrastructure and services while widening the economic benefit of passenger spend.

This consultation starts before we have taken over a new port and continues throughout the concession period.

For example, we ensure that our Guest Information Centres promote a wide range of destination attractions. By doing this, we provide passengers with the broadest possible choice while dispersing the flow of passengers more evenly around the destination.

We also provide sustainable transport solutions, such as electric bikes, so our passengers can experience a destination in a sustainable way.

The right thing for our people

We are committed to treating people equally, fairly and respectfully, applying the letter and the spirit of the law. We believe that how any company treats people inside and outside the organization is a measure of its true worth and standing.

GPH is a signatory to the human rights defined in the United National Global Compact, the Universal Declaration of Human Rights, and the Declaration on Fundamental Principles and Rights at Work by the International Labour Organisation (ILO).

In essence, this means we offer equal employment opportunities for all, regardless of religion, language, race, age, colour, nationality, social background, gender, orientation or disability. We hire, train and promote our people according to qualifications, performance, talent and experience. We also recognize the right to freedom of association and collective bargaining and agreements, and forbid child and forced labour of any kind. As at the end of March 2023: female employees accounted for 25% of the overall workforce; 47% of white-collar roles; 32% of C-suite senior management; and 25% of the Board of Directors.

GPH will continue to focus on improving the diversity of our workforce. We define white collar as those staff who are office based and professional workers whose jobs generally do not involve manual labour or wearing a uniform or work clothes. We are committed to a better gender balance, narrowing the gap and actively supporting the development of our high-potential female talent. In terms of race, language, colour and nationality, GPH is a truly global business, and our workforce fully reflects this. As at 31 March 2023, GPH employed people from at least 15 countries, and as our business grows, we expect this number to grow with it. When we add a new port to our portfolio, we look to fill our operational roles with local people.

3. LOCAL STAKEHOLDER ENGAGEMENT CONTINUED

Employee rights

We seek to ensure that our employees' rights are protected and that they enjoy a safe and harmonious working environment free from discrimination, harassment, mistreatment, exploitation, abuse and violence.

This is mandated either by law or through the Company's Code of Conduct. The Board acts with full regard to human rights considerations, as defined under the European Convention on Human Rights and the UK Human Rights Act 1998 as applied to our UK businesses.

We are aware of our responsibilities and obligations under the Modern Slavery Act and work to ensure that we comply across the Group. We also compensate employees fairly and in line with market conditions. an be found on our Modern Slavery statement can be found on our website at www.globalportsholding.com under Investors – Governance – Policies – Modern Slavery Statement.

Discrimination

Everyone has the right to equal treatment and respect; in line with this principle, discrimination is prohibited at GPH.

Discrimination can manifest itself directly or indirectly:

1. Direct discrimination refers to the unfair treatment of an employee based on their gender, race, colour, disability, age, sexual orientation, pregnancy, ethnicity, social origin, nationality, ancestry, language, religion/faith, political or other views, as well as membership of any minority group.
2. Indirect discrimination occurs where equal treatment is unfair; for example, assigning a pregnant employee the same task as all other employees when the task involves heavy lifting. All decisions regarding employment processes such as recruitment, promotions, transfers, training, dismissal and determining working conditions are based on consistent and fair selection criteria. Employees or staff authorized to make such decisions are expected to act free from bias or any discriminatory factor. GPH requires that evaluating and assessing employees takes place based on equal and objective criteria, with regard only to knowledge and skills.

Employee engagement

Our commitment to employees does not end with our legal obligation. Individual development and success are key to GPH's continued growth and the successful delivery of our strategy.

The Company places considerable value on the involvement of Group employees in the business; it regards regular communication and consultation as essential for motivating people and developing a culture of learning and initiative within the organisation.

The Company endeavours to inform and obtain feedback from employees on a continuing basis through formal and informal meetings and other internal communication channels. This dialogue relates to matters that directly affect them as employees, as well as considerations concerning the performance of the company more widely.

The Board has also resolved that the Directors should meet annually with port managers and other senior managers to obtain feedback on the Group's organisational structure, the Company's approach to remuneration and other matters. Those meetings were postponed during the Covid-19 pandemic and are expected to be restored in the 2024 Reporting Period.

We use a performance management system that guides how we monitor and engage with employees, allowing both parties to gauge individual performance and identify areas for personal development and training.

The first component of this process – target planning – is completed in four phases, as follows:

1. Determining GPH targets; these are defined by the Chairman/CEO and approved by the Board of Directors.
2. Determining annual Company targets; these are set by the Board of Directors for affiliated companies in line with GPH's targets and shared with the management team of each company.
3. Determining department/branch targets; these are defined according to the targets determined and shared by the management team of each affiliate company.
4. Determining individual targets; these are set following the communication of department targets to employees in their respective functions.

This process allows GPH and our employees to identify areas for additional development and training, such as extra on-the-job training through to further educational opportunities such as MBAs.

Code of Ethics and bribery

Any form of bribery or corruption violates both the law and the company's ethics. This includes making or taking any form of inducement, behaving in an anti-competitive way, false reporting, or any other action that may pervert the course of legal and honest dealing.

The Group upholds all applicable local laws and the best practices of international ethical standards. This is encompassed and published in our Anti-Bribery and Corruption Policy, to which every employee and supplier must comply.

In a broader context, the Company's Code of Ethics guides every aspect of our actions, from ethical decision-making and respecting every colleague to issues around safety and security, drugs and alcohol, conflicts of interest and safeguarding the Company's reputation.

Our Code of Ethics is also available on our website and internal web portal.

You can see our Anti-Bribery and Corruption Policy and Code of Ethics at www.globalportsholding.com/investors/policies/

Industry engagement

GPH is in near continual contact with executives across the industry. In a number of our ports, our customers, the cruise lines, are also shareholders in the port. Even when there is no official tie, we consider the cruise lines to be our partners in all our ports.

We regularly market and promote our destinations to cruise line executives, including those recently added to our portfolio. We also engage with them to better understand their and their customers' needs and how we can improve the port and destination experience for the cruise lines, crew and passengers.

GPH actively participates in industry events and are enthusiastic sponsors, speakers and exhibitor at 'marquee' industry gatherings. With the removal of travel restrictions during the Reporting Period, the industry returned to physical events. We were delighted to attend both Seatrade Cruise Med, held at Málaga Cruise Port, and Seatrade Cruise Global during the Reporting Period. In May 2023, we welcomed the industry to Nassau Cruise Port for the official grand opening of the transformed cruise port and its iconic arrivals terminal.

GROUP BACKGROUND AND STRUCTURE

In this Corporate governance report (or Report), references to the 'Reporting Period' or 'Period' are to the financial year from 1 April 2022 to 31 March 2023 and references to the 'Previous Reporting Period' are to the financial year from 1 April 2021 to 31 March 2022.

The origins of the Group date back to 2003, when operations commenced at Ege Port in Kuşadası, Türkiye. Between 2006 and 2016, additional port operations within and outside of Türkiye were added, totalling 13 cruise and two commercial ports by the time of the Company's admission to the London Stock Exchange (LSE) on 17 May 2017 (Admission).

Immediately prior to Admission, the Group was restructured by way of a share reorganisation, pursuant to which all the shares of Global Liman İşletmeleri A.Ş. (GLI, the Group's Turkish holding company) were ultimately transferred to the Company. As a result, the Company acquired 100% of the operating Group – then comprising GLI and its subsidiaries, which it continues to own.

Accordingly, references in this Report to 'GPH', 'Global Ports Holding' or the 'Group' mean, in any matter prior to Admission, GLI and its consolidated subsidiaries, and following Admission, the Company and its consolidated subsidiaries. A reorganisation was implemented during the Previous Reporting Period by which most of GLI's non-Turkish assets were transferred to GPH Cruise Port Finance Ltd. (GPH CPF), a UK subsidiary of the Company, with a view to consolidating European cruise port operations under a UK-based structure.

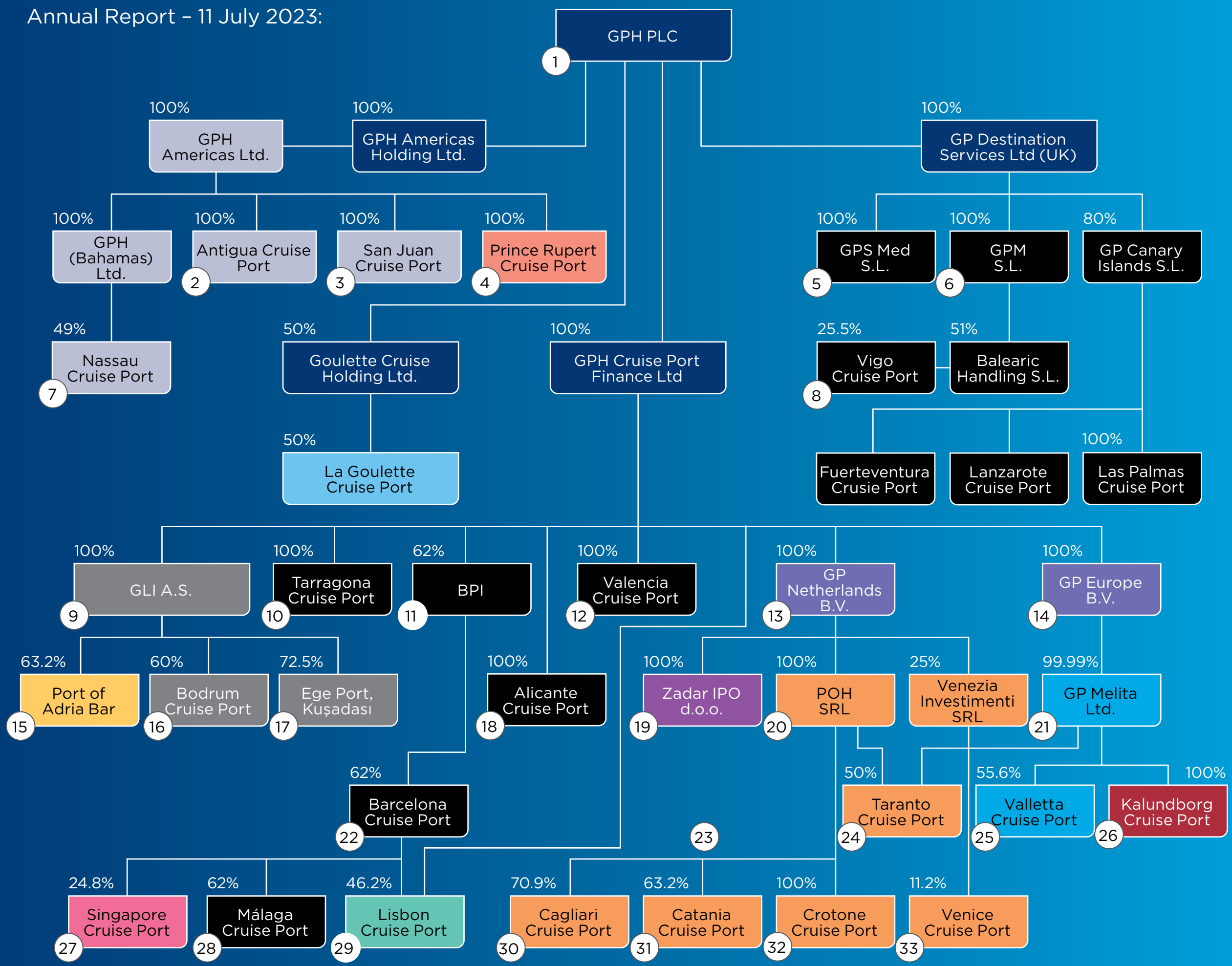
The Company's ultimate parent remains Global Yatırım Holding A.Ş. (GIH). As at 30 June 2023, being the latest practicable date prior to publication of this Report, GIH has a 63.2% interest in the Company through its wholly owned subsidiary Global Ports Holding B.V. (GPH B.V.), which is registered under a nominee. GIH is listed on Borsa Istanbul under the ticker 'GLYHO'.

During the Reporting Period, the post-pandemic recovery of Group business accelerated and non-organic business development was a major focus. During the first half of the Period, the Group's cruise port network was expanded with the entering into of a concession agreement for the San Juan cruise port and the award to the Company and its 20% local joint venture partner of concessions for three cruise ports in the Canary Islands: Las Palmas de Gran Canaria, Arrecife in Lanzarote and Puerto del Rosario in Fuerteventura.

The second half of the Reporting Period saw a subsidiary of the Company with the same joint venture partner and structure enter into a concession agreement to operate Alicante Cruise Port on the east coast of Spain, as well as Group expansion in North America with the entering into of a terminal operating agreement for the cruise port at Prince Rupert, British Columbia.

As at 31 March 2023, being the end of the Reporting Period, the Group actively operated or was invested in a total of 27 ports in 14 countries.

The chart below is a simplified structure of the Group's port investments at the date of this Annual Report – 11 July 2023:



The percentages above represent GPH's effective ownership.

1. Global Ports Holding PLC
2. GPH (Antigua) Ltd
3. San Juan Cruise Port LLC
4. Prince Rupert Cruise Terminal Ltd.
5. Global Ports Services Med S.L.
6. Global Ports Mediterranean S.L.
7. Nassau Cruise Port Ltd
8. Vigo Atlantic Cruise Terminal S.L.
9. Global Liman İşletmeleri A.Ş.
10. Global Ports Tarragona, S.L.
11. Barcelona Port Investments S.L.
12. Global Ports Valencia S.L.
13. Global Ports Netherlands B.V.
14. Global Ports Europe B.V.
15. Akcionarsko društvo 'Port of Adria' Bar
16. Bodrum Yolcu Limanı İşletmeleri Anonim Şirketi
17. Ege Liman İşletmeleri Anonim Şirketi
18. Global Ports Alicante S.L
19. Zadar International Port Operations d.o.o.
20. Port Operation Holding SRL
21. Global Ports Melita LTD
22. Creuers Del Port de Barcelona S.A.
23. Port Operations Services (Cyprus) Ltd.
24. Taranto Cruise Port SRL
25. Valletta Cruise Port PLC
26. GPH (Kalundborg) ApS
27. SATS-Creuers Cruise Services PTE. LTD
28. Cruceros Málaga S.A.
29. Lisbon Cruise Port LD
30. Cagliari Cruise Port SRL
31. Catania Cruise Terminal SRL
32. Crotone Cruise Port Srl
33. Venezia Terminal Passeggeri SPA

- United Kingdom
- Türkiye
- Spain
- Italy
- Malta
- Portugal
- Montenegro
- Singapore
- Tunisia
- Croatia
- Caribbean
- Cyprus
- Denmark
- Canada
- The Netherlands

CORPORATE GOVERNANCE STATEMENT

Since the time of our last Annual Report, the Group's post-pandemic recovery accelerated, and the Reporting Period was characterised by a high level of activity both within the Company and affecting various aspects of Group business.

Under the experienced stewardship of the Company's Board of Directors (the Board), strong corporate governance remained a constant throughout the Period:

- the Board as a whole, consisting of four of the Company's original Directors, played a central role in making strategic decisions relating to post-pandemic budgeting, the expansion of the Group's port portfolio, appointing a new CEO, reviewing the Group's capital and financing structure, and, when presented with a potential takeover offer for the Company, ensuring that proper procedures were followed and appropriate deliberation undertaken;
- Board committees were also active during the Reporting Period as set out in their respective reports. The Remuneration Committee and the Audit and Risk Committee in particular were highly engaged, with the former overseeing the restoration of pre-pandemic remuneration, the latter monitoring the Group's financial position, and both committees collaborating with a view to strengthening Group-wide compliance and control functions; and

"

Under the experienced stewardship of the Board, strong corporate governance remained a constant throughout the Period.

Mehmet Kutman, Executive Chairman, CEO and Co-Founder

- the independent Board member provided objective oversight both within and outside of the committees, particularly with a view to ensuring that arrangements among Group companies and between the Group and GIH were warranted, on commercially-competitive terms and otherwise in compliance with internal and external policies and controls.

Although as a 'standard' listed company on the LSE the Company is not required to adopt the 'comply or explain' regime of the UK Corporate Governance Code published by the Financial Reporting Council (the Governance Code), the Board is committed to decision-making having regard to each of the matters set out in Section 172 of the Companies Act 2006. These are explained in detail in the Section 172 Statement on pages 56 to 59 in the Strategic report.

I continue to be extremely proud of the hard work and loyalty of individuals at all levels throughout the Group, and of the resourcefulness and leadership of members of management. On behalf of the Board, I thank them all, as well as our investors, partners and other associates for their continuing support.

Mehmet Kutman
Executive Chairman,
CEO and Co-Founder
11 July 2023

Board of Directors

The following are the Directors who served on the Board throughout the Reporting Period and who continue to do so at the date of this Report:[1]

Mehmet Kutman
Executive Chairman, Chief Executive Officer (CEO) and Group Co-Founder

Dates of appointment:
Original appointment: 11 April 2017. Re-elected at each Annual General Meeting held between 2018 and 2022, inclusive.

Skills and experience:
Mr. Kutman has been Chairman of the Board since April 2017, being re-elected annually, and is Chairman of the Board and a founding shareholder of GIH. In addition to his continuing executive involvement in non-organic business development for the Group, Mr. Kutman was appointed CEO of the Company effective May 2022 as set out on page 80. He is a member of TUSIAD (Turkish Industry & Business Association) and DEIK (Foreign Economic Relations Board) and a former Director of Alarko REIT, a BIST-listed real estate investment trust. Prior to founding securities firm Global Menkul Değerler A.Ş. (GMD) in 1990, Mr. Kutman was Project Manager at Net Holding A.Ş., a Turkish corporate group involved in tourism and related sectors, from 1989 to 1990. Between 1984 and 1989, he resided in the United States where he was Vice President of North Carolina National Bank, Sexton Roses Inc. and Philip Bush & Associates.

Education:
Mr. Kutman holds a BA (Hons) degree from Boğaziçi University and an MBA degree from the University of Texas.

Other current roles:
Chairman of the Board of Directors of GIH and of the Boards of Directors of several Group subsidiaries. Mr. Kutman also actively endows Yale University's brain tumour research programme through the Gregory M. Kiez and Mehmet Kutman Foundation.

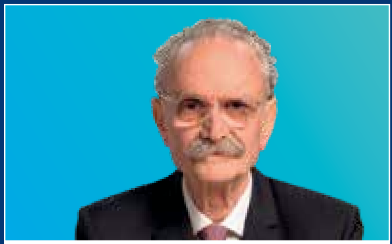
Ayşegül Bensel
Non-Executive Vice Chairperson

Dates of appointment:
Original appointment: 12 April 2017. Re-elected at each Annual General Meeting held between 2018 and 2022, inclusive.

Skills and experience:
Mrs. Bensel was first appointed to the Board on 12 April 2017 and has been re-elected annually. She is also a member of the Board of Directors of GIH and was Managing Director of its Real Estate Division and Chairperson of Pera REIT Company until 2020. Previously, until the sale of Global Hayat in 2005, Mrs. Bensel was Chairperson of its Board of Directors and its CEO. Mrs. Bensel was formerly a member of the Board of Directors of GMD where, between 1993 and 1999, she was Assistant Director and then Co-Director of Research. Prior to joining GMD as an equity research analyst in 1991, Mrs. Bensel was a manager in foreign exchange dealings in the Turkish banking sector. Mrs. Bensel is a member of the Company's Remuneration Committee and its Nomination Committee.

Education:
Mrs. Bensel holds a BA degree in Business Administration and Finance from Hacettepe University, Ankara.

Other current roles:
Member of the Boards of Directors of several Group subsidiaries and of GIH.



Jérôme Bernard Jean Auguste Bayle
Independent Non-Executive Director

Dates of appointment:
Original appointment: 12 April 2017. Re-elected at each Annual General Meeting held between 2018 and 2022, inclusive.

Skills and experience:
Mr. Bayle was first appointed to the Board on 12 April 2017 and has been re-elected annually. He is also a member of the Board of Directors of GPH CPF. Over the course of 32 years, Mr. Bayle held top executive positions in various countries for Tetra Pak. As the former Managing Director of Tetra Pak Türkiye, he was responsible for developing operations in Türkiye, and regions including Central Asia and the Caucasus. He also worked in the Balkans. After retiring from Tetra Pak, Mr. Bayle established Magnetic North, a management consulting firm providing mentoring and consulting services to large multinational companies in the greater Middle East region, with particular emphasis on human resources, organisational processes and development. Mr. Bayle received numerous awards during his professional career and has been recognised for his many contributions to business and social organisations. Mr. Bayle is Chairman of the Company's Nomination Committee, Remuneration Committee and Audit and Risk Committee.

Education:
Mr. Bayle holds a Master's degree in Business and Finance from France's Dauphine Université. He is also an alumnus of the Swiss Business School IMD.

Other current roles:
Member of the Board of Directors of GPH CPF.

Ercan Nuri Ergül
Non-Executive Director

Dates of appointment:
Original appointment: 11 April 2017. Re-elected at each Annual General Meeting held between 2018 and 2022, inclusive.

Skills and experience:
Mr. Ergül was first appointed to the Board on 11 April 2017 and has been re-elected annually. Mr. Ergül has spent his career as a private equity and investment banking professional, beginning in the corporate credit group of Citibank in Türkiye in 1993. Mr. Ergül is also involved in the management of a private equity fund with investments in Türkiye and the Balkan countries. Mr. Ergül is a member of the Company's Audit and Risk Committee.

Education:
Mr. Ergül holds an undergraduate degree from the Middle East Technical University in Ankara, Türkiye, and an MBA degree with a concentration in Finance from the University of Florida.

Other current roles:
Private equity fund manager and member of the Boards of Directors of several Group and GIH subsidiaries.

Alison M. Chilcott
Company Secretary

Ms. Chilcott has been Company Secretary since 20 October 2017, replacing TMF Corporate Administration Services Limited, which served as the first Company Secretary from 11 April 2017 to 25 October 2017. She also serves as secretary to the three Committees of the Board and is Company Secretary to GPDS and GPH CPF.

At the time of joining the Company, Ms. Chilcott had worked for a UK company secretarial firm since December 2015. Prior to moving to the UK in July 2014, Ms. Chilcott resided in the British Virgin Islands where she practised corporate law with Conyers Dill & Pearman, specialising in investment funds and infrastructure financing, from September 2008. Previously, Ms. Chilcott resided in Istanbul where she was an adviser to GMD, and subsequently to GIH, between July 1996 and September 2008.

Ms. Chilcott began her career in Toronto, where she trained and practised with the firms McCarthy Tétrault and Torys between 1990 and 1996, taking leave to lecture company law at the University of Auckland in 1993 and 1994.

Ms. Chilcott was admitted to the Ontario Bar in 1990 and has been a solicitor (non-practising) in England and Wales since 2011. Ms. Chilcott holds a BA (Hons) degree from McGill University, an LLB degree from the University of Toronto and an LLM (First) degree from Queens' College, University of Cambridge.

Note:
1 The Board, as established in April 2017, consisted of the Executive Chairman and six Non-Executive Directors of whom, until November 2020, at least three were independent. The Board intends to appoint one or more new Independent Non-Executive Directors. Although that process had commenced in 2020, it was postponed in order to allow the Company to focus on responding to challenges created by the continuing Covid-19 pandemic and on post-pandemic recovery.

Senior Executive Team

The following senior executives constituted the Group's senior management team ('Senior Executive Team') throughout the Reporting Period:

Mehmet Kutman
Executive Chairman, CEO and Group Co-Founder

Jan Fomferra
Chief Financial Officer (CFO)

Stephen Xuereb
Chief Operating Officer (COO) and General Manager of Valletta Cruise Port

As set out on page 80, effective May 2022, Mr. Kutman was appointed CEO in addition to his role as Executive Chairman. Mr. Kutman's biographical details are set out on page 74.

Jan Fomferra

Date of appointment:
2 July 2020 (with effect from 1 September 2020)

Skills and experience:
Mr. Fomferra took up the position of CFO on 1 September 2020. Since 2016, he had been Director of Corporate Finance at GIH, with responsibility for capital market and structured financing activities for the GIH Group of companies as a whole. In that capacity, and in his previous role as Managing Director of Global Securities/IEG-Global, Mr. Fomferra was closely involved in all of GPH's financing transactions, including the issuance of its Eurobond in 2014 and the IPO in 2017. Prior to joining the GIH group in 2012, Mr. Fomferra was Head of Structured Finance at Fresenius VAMED Germany, focussing on international healthcare Public Private Partnership projects in Europe. Previously, he was part of the corporate finance team at DB Mobility Logistics AG (Deutsche Bahn), working on project and capital market financings from 2009 to 2010. Mr. Fomferra started his career in investment banking, where he advised on international M&A and structured financing transactions from 2005 to 2009.

Education:
Mr. Fomferra holds an undergraduate degree in Economics from the Technical University of Berlin and an MSc degree and Diplom Kaufmann from ESCP Business School.

Stephen Xuereb

Date of appointment:
12 April 2017

Skills and experience:
Mr. Xuereb was appointed COO in August 2016. He has been involved in the cruise industry since the inception of Valletta Cruise Port Plc in 2002, serving as its CFO until 2014 and subsequently as its General Manager. He was responsible for establishing the finance and administration function and overseeing the financing of the EUR 37 million capital intensive project in Valletta Cruise Port, as well as playing an active role in developing the cruise line business and ancillary support services in Malta. Mr. Xuereb formed part of the core team during the IPO process and subsequent expansion, and is responsible for the strategic and operational direction of the ports across the GPH network. He has over 25 years of senior management experience, 16 of which are in the cruise industry. He has previously held positions in the audit and financial advisory sectors, as well as the retail, property and hospitality industries.

Education:
Mr. Xuereb is a qualified accountant and is a Fellow of the Chartered Institute of Accountants in Malta. He also holds an MBA degree from Henley Business School, University of Reading.

Ece Gürsoy
Chief Legal Officer (CLO)

Date of appointment:
15 January 2018

Skills and experience:
Dr. Gürsoy, who was appointed CLO as of 15 January 2018, established the Company's centralised legal function which advises Group companies on all legal matters across the Group. Prior to joining the Company, Dr. Gürsoy was CLO, Company Secretary and an Executive Director of Lightsource Renewable Energy Holdings Limited (currently LightsourceBP). Previously, she practised with the firms Dentons and White & Case, specialising in project finance, infrastructure, energy and private equity. Dr. Gürsoy is a member of the Law Society of England and Wales and the Istanbul Bar Association. She is also a member of the Board of the Turkish British Chamber of Commerce and Industry, where she served as Company Secretary between 2015 and 2017, and is currently Vice Chairperson.

Education:
Dr. Gürsoy holds an LLB degree from Istanbul University Law School, a GDL degree from College of Law, London and an LPC degree from BPP Law School. She also holds an LLM degree in Corporate and Commercial law from the University of London and a PhD degree in European Competition Law from King's College London. Dr. Gürsoy has also completed the Financial Times London's Non-Executive Director Diploma programme.

Corporate governance framework

The role of the Board and its committees

The Board is responsible for overseeing the management of the Company and approves all its major decisions. Subject to the provisions of the Companies Act 2006, the Articles of Association (the Articles) and to directions given by special resolution of the Company, the Board may exercise all the powers of the Company, whether relating to the management of the business or not. The Board meets regularly, normally once a quarter, and is instrumental in planning the medium- and long-term strategy of the Company.

Board resolutions are passed by a simple majority of Directors present at a meeting or unanimously in writing. Matters reserved for consideration by the Board are detailed in a schedule that was first approved by the Board in December 2017 and is reviewed annually. These reserved matters include setting the Group's values and standards, approval of long-term objectives and commercial and investment strategy, annual budgets, changes to capital structure, and of contracts, borrowing and investments over defined levels. The schedule of matters reserved for the Board can be found at www.globalportsholding.com under Investors – Governance – Policies.

The diagram below sets out Board and committee membership throughout the Reporting Period and the reporting structure of the Senior Executive Team and port management (collectively with other senior managers within the Group, senior management), the Company Secretary and the Head of Internal Audit (HIA), who reports to the Audit and Risk Committee, in relation to the Board and its committees.

The Board considers legislative, environmental, health and safety, governance and employment issues, and approves policies. The Board is also ultimately responsible for determining the nature and extent of significant risks and maintaining sound risk management and internal control procedures throughout the Group. The Board's specific responsibilities in that regard are:

- to ensure the design and implementation of appropriate risk management and internal control systems that identify the risks facing the Group and enable the Board to make a robust assessment of the principal risks;
- to determine the nature and extent of the principal risks faced, and to gauge those risks that the Group is willing to take in achieving its strategic objectives (risk appetite);
- to ensure that the appropriate culture and reward systems have been embedded throughout the Group;

Board of Directors and Committee memberships[1]

Mehmet Kutman
Executive Chairman-CEO

Ayşegül Bensel
Vice Chairperson
Non-Executive Director
M ■ M ●

Jérôme Bernard Jean Auguste Bayle
Independent Non-Executive Director
C ◆ C ● C ■

Ercan Nuri Ergül
Non-Executive Director
M ◆

Senior Executive Team

Port management

Company Secretary

Head of Internal Audit

Board Committees

■ Nomination Committee
● Remuneration Committee
◆ Audit and Risk Committee

M – Member
C – Chairman

1 The Board intends to appoint one or more new Independent Non-Executive Directors in the near term. Departures during 2020 and 2021 created vacancies on the Board, and a search for new members commenced in 2020. However, that process was postponed in order to allow the Company to focus on responding to challenges created by the Covid-19 pandemic and on post-pandemic recovery.

- to agree how the principal risks should be managed or mitigated to reduce the likelihood of their incidence or their impact;
- to monitor and review the risk management and internal control systems, and management's process of monitoring and reviewing, and satisfying itself that they are functioning effectively and that corrective action is being taken where necessary; and
- to ensure sound internal and external information and communication processes, and taking responsibility for external communication on risk management and internal control.

The Board also reviews the performance of, and provides counsel to, the Senior Executive Team in its day-to-day running of the business, and is ultimately responsible for the safeguarding of shareholders' interests and ensuring its own effectiveness.

Day-to-day management of the Group is delegated to the CEO and other members of the Senior Executive Team as described further below. The position of CEO does not of itself confer Board membership, however Executive Chairman Mehmet Kutman was appointed by the Board to take on the role of CEO effective May 2022 to guide the business during its recovery from the Covid-19 pandemic and going forward. No other member of senior management is a member of the Board; however, the CFO regularly attends Board and Audit and Risk Committee meetings.

The Committees

There are three committees of the Board, namely: the Nomination Committee, the Audit and Risk Committee and the Remuneration Committee, which were constituted on 12 April 2017. Following the 2022 AGM, the pre-existing membership of each committee remained the same. The committees' Terms of Reference (TOR) can be found at www.globalportsholding.com under Investors – Governance – Committees.

The Nomination Committee reviews the structure, size and composition (including the skills, knowledge, independence, experience and diversity) of the Board and its committees and recommends Directors for re-election. It also has responsibility to:

- consider succession planning for Directors and other senior management;
- assist the Executive Chairman with the implementation of an annual evaluation process to assess the overall and individual performance of the Board and its committees; and
- identify and nominate, for the approval of the Board, candidates to fill Board vacancies.

The Audit and Risk Committee reviews the integrity of the financial information provided to shareholders, oversees the Company's system of internal controls and risk management, approves the internal and external audit process, and monitors the process for compliance with relevant laws, regulations and policies. The Internal Audit Function (IA Function) was established in 2019 and is accountable to the Audit and Risk Committee, with the HIA meeting with the Committee Chairman and attending meetings of the Audit and Risk Committee on a regular basis. As set out in detail on page 87 in the Audit and Risk Committee's report, in order to strengthen the legal compliance function, the Company is also actively seeking to recruit an experienced compliance officer.

The Remuneration Committee recommends and reviews the Remuneration Policy of the Group, ensuring that it is aligned with the long-term success of the Company, and oversees the level and structure of company-wide remuneration in order to include all Group employees. It also recommends and monitors the level and structure of remuneration of the Executive Chairman and members of the Senior Management Team. The Human Resources Director meets with the Committee Chairman and attends meetings of the Committee on a regular basis.

Retirement and election

Under the Articles, all of the Directors retire and are subject to re-election at each Annual General Meeting (AGM).

There were no retirements or other departures from the Board during the Reporting Period. However, departures during 2020 and 2021 created vacancies. The Board intends to appoint one or more new Independent Non-Executive Directors in the near term.

Independence

The Board was constituted in April 2017 with seven members, consisting of the Chairman and six Non-Executive Directors of whom, until November 2020, at least three were independent.

As at the date of this Annual Report, Jérôme Bayle continues to serve as an Independent Director and there are outstanding vacancies on the Board as a result of departures in 2020 and 2021. As set out in its report on page 93, the Nomination Committee has determined to proceed with the search for one or more qualified candidates for appointment as Independent Non-Executive Director. Although that process commenced in 2020, it was postponed in order to allow the Company to focus on responding to challenges created by the Covid-19 pandemic and on post-pandemic recovery.

No shareholder of the Company has had any right to nominate Board members since July 2020, when The Relationship Deed dated 2 May 2017 between the Company, GPH B.V. and GIH was terminated.

Operation of the Board

Meeting attendance

The Board meets regularly, and normally at least once per fiscal quarter. The Board held a total of eight meetings during the Reporting Period, including quarterly meetings in April, July, September and December 2022 and March 2023. During the Reporting Period, the Directors also approved 16 unanimous written resolutions.

The table below, together with the attendance tables in the committee reports, show the number of meetings that the individual Directors could have attended, and their actual attendance, during the Reporting Period. Although the attendance of Directors only is shown, the CFO also attended all of the Board's regular meetings. Other members of senior management also attended Board meetings from time to time at the invitation of the Executive Chairman.

Director	Attendance	No. of meetings
Mehmet Kutman	8	8
Ayşegül Bensel	8	8
Jérôme Bayle	8	8
Ercan Ergül	8	8

Conflicts of interest

The Companies Act 2006 places a duty on the Directors to ensure that they do not, without the Company's prior consent, place themselves in a position where there is a conflict, or possible conflict, between the duties they owe the Company and either their personal interests or other duties they owe to a third party. Under the Articles, a Director must declare actual or potential conflicts of interest and interests in existing or proposed transactions or arrangements with the Company and may be prohibited from voting on or being counted in the quorum in relation to a resolution concerning such a transaction or arrangement.

The Board has the authority to resolve a conflict of interest on such terms as it may determine.

Directors' indemnity and insurance

The Company has provided indemnities to the Directors (to the extent permitted by the Companies Act 2006) in respect of liabilities incurred as a result of their office. The Company also maintains appropriate insurance cover against legal action brought against its or its subsidiaries' Directors and officers. Neither the indemnity nor insurance provides cover in some events such as when a Director is proved to have acted dishonestly or fraudulently.

The role of senior management

Day-to-day management of the Group is delegated to the Senior Executive Team, which is supported by finance, human resources, marketing, investor relations and other administrative staff.

Effective May 2022, former CEO Emre Sayın stepped down in order to pursue new business opportunities outside the Group and Executive Chairman Mehmet Kutman was appointed CEO. Since that time, in addition to Mr. Kutman, the Senior Executive Team has included the CFO, COO and CLO. The CFO attended all regular Board meetings and meetings of the Audit and Risk Committee, in whole or in part, during the Reporting Period. An extensive joint update from the CEO and the CFO is a standard item on the agenda for regular Board meetings. Other members of senior management also attend Board and committee meetings on request, and the Company Secretary acts as a further liaison between the Board and the Senior Executive Team.

In turn, the Senior Executive Team oversees and interacts with the individual port management teams in accordance with the Company's well-defined operating model, which relies on four distinct pillars: organisation, governance, functions and technology. The operating model centralises the senior management of the operations of each port within its enterprise and is based on operational and commercial synergies to promote maximum efficiency. As there are significant differences (including the terms of concession and management agreements and applicable legislation) between the operations of each of the Group's ports, there is no single port-level operating model. Instead, the Company's operating model pillars are defined in each case in harmony with its integration agenda: to identify and capitalise on potential synergies, service opportunities and operational efficiency. As such, the Company's headquarters and port operations are able to share and combine best practices.

In order to facilitate that process and to maintain operational discipline as the Group expands geographically, the Company refined its operating model in 2019 by introducing a regional division under which the Group's port operations are currently grouped into five main regions: The Americas (Antigua, Nassau and Prince Rupert ports), West Med & Atlantic (Barcelona, Málaga, Canary Islands, Tarragona, Alicante, Vigo, Kalundborg, Lisbon and Singapore ports), Central Med

(Cagliari, Catania, Crotone, Taranto, Venice, La Goulette and Valletta ports), East Med & Adriatic (Bodrum, Kuşadası and Zadar ports) and Other (Ha Long Bay and Adria-Bar ports). Management of the ports within each region is overseen by a Regional Director who reports to the COO, and port performance is assessed monthly on a regional and port-by-port basis.

Division of responsibilities
Effective May 2022, when the former CEO stepped down, Executive Chairman Mehmet Kutman was appointed by the Board to take on the role of CEO. Accordingly, Mr. Kutman held dual roles as Executive Chairman and CEO during most of the Reporting Period and continues to do so at the date of this Report.

Nevertheless, the responsibilities of each role remain separate and clearly defined. In the capacity of CEO, Mr. Kutman is able to rely on the experienced support of the Senior Executive Team in overseeing the day-to-day management of the Group, enabling him to continue to lead the Board and steer business development strategy in his capacity as Executive Chairman.

The Executive Chairman is primarily responsible for leadership of the Board and has a pivotal role in creating the conditions for individual Director and Board effectiveness and ensuring a culture of openness and debate in the boardroom. As its Chairman, he is responsible for setting the Board's agenda and works closely with the Company Secretary in this regard. He ensures that the discussion time afforded to agenda items at Board meetings is adequate and used effectively. It is also his responsibility to ensure effective communication with the shareholders. In an executive capacity, the Executive Chairman is also significantly involved in the Group's non-organic business development.

The CEO, supported by the other members of the Senior Executive Team, is responsible for the day-to-day management of the Group and, in the course thereof, the satisfactory execution of policies and strategy agreed by the Board.

Diversity
At the employee level, the principle of diversity is recognised in the Code of Ethics, which sets out the Group's commitment to maintaining a comprehensive and diverse workplace, and in the separate Human Rights Policy, which mandates fair and equal processes in recruitment and employment. Consistent with our commitment to diversity, there is a mix of men and women with diverse backgrounds throughout the Group and various senior management positions within the Company and its subsidiaries are held by women.

At the Board level, the Directors have been selected for their diversity of background as well as personal attributes, and they bring a wide range of skills and varied commercial experience to the Board and its committees. The Vice Chairperson of the Board is a woman, as is the Company Secretary. The Board Diversity Policy, which can be found at www.globalportsholding.com under Investors – Governance – Policies, entrenches the Company's commitment to maintaining diversity of approach and thought. It expressly recognises the benefits that diversity in its broadest sense can bring to the Board and its committees and, without limitation, the role that women with the right skills and experience can play in contributing to diversity of perspective in the boardroom.

As set out in its report on page 93, the Nomination Committee has reaffirmed that diversity, including increased female membership, will continue to be an important consideration in respect of future Board appointments.

Areas of focus during the Reporting Period
As set out in the Company's 2022 Annual Report, easing workforce-related cost-saving measures instituted in response to the Covid-19 pandemic (the Employment Measures) was a priority for the Board in the Previous Reporting Period, culminating in the reinstatement of pre-pandemic salaries as of January 2022. At its first meeting of the current Reporting Period, the Board approved the immediate repayment of all outstanding salary amounts deferred under the Employment Measures, in full termination of those measures.

Executive Chairman	CEO
As Chairman of the Board, the Executive Chairman's primary role is to lead an effective Board, which provides direction to senior management. The Executive Chairman has also assumed significant executive responsibilities for the Group's non-organic business development, which complement the day-to-day executive responsibilities of the CEO.	The CEO's role is to lead the Senior Executive Team. The position of CEO does not of itself confer Board membership, however, the CEO attends Board meetings and reports and is accountable to the Board. As set out above, the current CEO is also the Executive Chairman and therefore is a Board member.

As more fully set out on page 97 in the Remuneration Committee's report (the Remuneration report), the Board also approved the partial vesting of Restricted Stock Units (RSUs) and issue of the underlying shares pursuant to the Company's long-term incentive plan (LTIP) in recognition of the pandemic's extraordinary adverse impact on Group business and the loyalty of LTIP-eligible employees who continued to serve under the Employment Measures.

With the exigencies of the pandemic in the past, however, the Board was also able to intensify its focus on other areas during the Reporting Period and business development was prominent among them, with extensive Board activity in relation to new and existing ports from the summer of 2022 through the end of the Period. At the initiative of the Executive Chairman-CEO, the Board became involved in prospective port projects from an early stage, and during the Reporting Period oversaw the Group's acquisition of operating or management rights for the Las Palmas de Gran Canaria, Arrecife (Lanzarote), Puerto del Rosario (Fuerteventura), San Juan, Prince Rupert and Alicante cruise ports in addition to approving the pursuit of several ongoing port projects, including St Lucia in respect of which the Company signed a Memorandum of Understanding in October 2022.

The Board was also regularly apprised of the progress of capital investment projects at the Group's existing ports, including construction works at the Nassau Cruise Port, and approved financing arrangements for capital investments at the Tarragona and Canary Islands and the bond issue by a Maltese subsidiary for expansion projects across the Group. Near the end of the Period, the Board also approved the exercise by the Company's majority-owned subsidiary of its option to extend the concession agreement for Ege Port, the Group's original cruise port at Kuşadası, Türkiye by an additional 19 years to 2052 (the Ege Port Extension), and a draw-down of approximately USD 38.9 million of the growth facility (Facility B) under the loan arrangement entered into in 2021 with investment funds managed by global investment firm Sixth Street (the Financing) to fund it, including the payment of an upfront concession fee of approximately USD 38.4 million. In connection with the partial drawdown of Facility B, the Board also approved the issuance to the Financing lender of additional warrants to subscribe for ordinary shares of the Company as set out under 'Share capital and shareholders – Warrants' on page 84. The Ege Port Extension was granted by the Turkish Privatization Administration during the first quarter of the current fiscal year.

The Company's senior management was another area of focus during the Reporting Period, with the appointment of Executive Chairman Mehmet Kutman as CEO effective May 2022.

The Board also devoted considerable time to the assessment of an approach received in June 2022 regarding a potential cash offer for all of the shares in the Company by SAS Shipping Agencies Services Sarl (SAS), a wholly-owned subsidiary of MSC Mediterranean Shipping Company Holdings S.A. Following careful deliberation, the Board terminated discussions with SAS in July 2022, at which time the Board reasserted its confidence in the Company's strategic direction as an independent port operator with open access cruise port concessions and arm's length treatment of berthing rights for all its customers.

In light of the continued emergence of significant business opportunities as the Reporting Period progressed, the Group's capital and financing structure came to the fore. During July and August 2022, the Board approved the entering into of a subordinated term loan facility of up to USD 15 million, which was subsequently increased to USD 30 million, with GIH following assessments by the Independent Director, to help support the continued expansion of the Group while cruise operations were significantly impacted by Covid.

The Company announced in January 2023 that it was undertaking a strategic review of the Group's current capital and financing structure, including a range of potential corporate activity including strategic investments, joint ventures and new partnerships, for the purpose of exploring ways to maximise value for all stakeholders.

In connection therewith, the Board is continuing to evaluate the optimal balance sheet structure and alternative funding options for the Group to achieve a stable, long-term funding base for the Group and optimise the cost of capital. Amongst other avenues, the Board is evaluating the possibility, and taking expert advice on the matter, of obtaining a private rating for the prospective issuance of further debt instruments by the Group.

Shortly after the end of the Reporting Period, Nassau Cruise Port Limited successfully refinanced its private bond offering. The refinancing resulted in an increase in the nominal outstanding amount to USD 145 million from USD 134.3 million and a reduction in the coupon to 6.0% from 8.0%, reducing annual debt service cost by approximately USD 2 million. The maturity date of 2040 remains unchanged as does the principal repayment schedule which is 10 equal annual payments from June 2031. The bond remains non-recourse to GPH or any other Group entity other than NCP.

Board evaluation

The Board is committed to regular evaluation of its own effectiveness and that of its committees. Towards that end, it has provided for performance evaluations of the committees, the full Board and the Directors individually to be made in three-year cycles, taking the form of an internal assessment by the Executive Chairman for each of the first two years and an assessment by an external consultant for the third year.

To date, formal Board performance evaluations have been postponed. Initially, the Board agreed that it would be premature to conduct such evaluations in respect of 2018, the Company's first full year of existence, until the findings of the strategic review undertaken in mid-2019 had been presented and considered. Subsequently, the formal evaluation process was further suspended having regard to Board changes at the beginning of 2020, followed by the need to focus on Covid-19 pandemic response and recovery. However, the Executive Chairman has regularly undertaken informal assessments, and during the Reporting Period, met with all individual Board members to discuss their role and performance and to obtain their feedback on governance matters.

Risk and internal control

The Board is responsible for the Group's system of internal controls and for reviewing its effectiveness, while the role of senior management is to implement Board policies on risk and control. However, this system is designed to manage, rather than eliminate, the risks of failure to achieve business objectives, and internal controls can only provide reasonable assurance against misstatement or loss. We note the Governance Code recommendation that the Board should review the effectiveness of the Group's system of internal controls at least annually, including financial, operational and compliance controls, and risk management. Within the Company, the Audit and Risk Committee undertakes such review and reports thereon to the Board.

Risk management

The Group's assessment of the principal risks and uncertainties it faces is described within the Strategic report on pages 24, 26 and 27 and in the Risk Management Framework on pages 30-39, which outline the ongoing process for identifying, evaluating and managing significant risks.

The Group's risk management activities are based on a series of well-defined risk management principles derived from experience, best practice, and corporate governance regimes. The Group's enterprise risk management (ERM) processes are designed to identify, assess, respond, monitor and, where possible, mitigate or eliminate threats to the business caused by changes in the business, financial, regulatory and operating environment.

The Board delegates to the CEO responsibility for the effective implementation and maintenance of the risk management system. Day-to-day responsibility for risk management lies with senior management. The Audit and Risk Committee is authorised by the Board to monitor, review and report on the organisation, functionality and effectiveness of ERM processes. A comprehensive ERM system was implemented during the Previous Reporting Period. Under the system, the IA Function provides guidance to senior management on responding to and reporting risks. Another key role of the IA Function with regard to ERM is to provide objective assurance to the Committee and the Board on the identification and correct evaluation of risks and the effectiveness of risk management. During the Reporting Period, the IA Function was active in further developing and maintaining the ERM system as a structured, consistent and continuous system across the Group for identifying, assessing, deciding on responses to, and reporting on, opportunities and threats that affect the achievement of Group objectives.

Internal control and compliance

The Group has a framework of internal controls, which includes the following key elements:

- the Board reviews Group strategy, and senior management is accountable for performance within the agreed strategy;
- the Group's port control procedures are designed to ensure complete and accurate accounting of financial transactions and to limit exposure to loss of assets or fraud;
- the IA Function includes a process whereby operating entities provide certified statements of financial compliance with specified and appropriate key controls; those controls are then cyclically tested by the IA Function to ensure they remain effective and are being consistently applied. The IA Function prescribes specific actions for senior management to take to correct any violations;
- once recruited, the new compliance officer will continue developing, overseeing and evaluating control systems to prevent and deal with violations of legal guidelines and internal policies in the Group's jurisdictions of operation. Until such recruitment is completed, the Internal Audit Function under the supervision of the Audit and Risk Committee has assumed this role;
- the Audit and Risk Committee, which meets regularly, is central to the framework of internal controls. Its responsibilities and the matters considered by it during the Reporting Period are fully set out in the Audit and Risk Committee report on pages 86-91, and include:
  - receiving reports from the HIA on the results of work carried out under the annually approved internal audit plan and from the external auditors – to whom the Committee has full and unfettered access;
  - annually assessing the effectiveness of the assurance provided by the IA Function and the external auditors; and

- overseeing, receiving and assessing reports on policy and regulatory compliance within the Group, including without limitation, on anti-bribery and money laundering processes.

Share capital and shareholders

Share capital

Details of the issued share capital, together with details of the movements in the Company's issued share capital during the Reporting Period, are shown in Notes 21a) and 45 to the financial statements.

The share capital of the Company consists of one class of ordinary shares with a nominal value of GBP 0.01 each (ordinary shares or shares). Each ordinary share carries the right to one vote at general meetings of the Company, to receive any dividends declared according to the amount paid up on the share and, under general law, to participate proportionally in any surplus assets on winding up. The Directors are not aware of any agreements between holders of the Company's ordinary shares that may result in restrictions on the transfer of securities or on voting rights.

As at 31 March 2023, the Company's issued share capital consisted of 62,826,963 ordinary shares, which has not changed at the date of this Annual Report. No shares are held in treasury. Therefore, the total voting rights in the Company as at 7 July 2023 are 62,826,963.

In June 2023, the Board approved the issuance of 66,600 shares, representing 0.106% of the Company's issued share capital (ISC), for nominal value to recipients under the LTIP. See page 97 in the Remuneration report.

At Admission, 50,000 redeemable non-voting preference shares (Redeemable Shares) with a nominal value of GBP 1.00 each were in existence, held by GPH B.V. The Redeemable Shares were redeemed for their nominal value in accordance with their terms and cancelled in February 2018. The Company does not intend to issue any further redeemable preference shares.

No person has any special rights of control over the Company's share capital and all issued shares are fully paid. No shares were repurchased by the Company during the Reporting Period.

Warrants

At the date of this Annual Report, the Company has issued Warrants to subscribe for 7,752,134 ordinary shares. Of those, Warrants to subscribe for 6,213,656 ordinary shares were issued on a non-preemptive basis upon the completion of the Financing in July 2021, representing 9.0% of the Company's fully diluted share capital. Warrants to subscribe for a further 1,538,478 shares, representing an additional 2.0% of the Company's fully diluted share capital, were issued on 23 March 2023 in connection with the partial drawdown of Facility B for the purpose of funding the Ege Port Extension. See 'Areas of focus during the Reporting Period' at page 82.

Additional Warrants will be issued pro rata to any further utilisation of Facility B, as and when it occurs, and upon the occurrence of specified adjustment events. The Warrants become exercisable upon the occurrence of certain specified events, including the acceleration, repayment in full or termination of the loan under the Financing, de-listing of the Company or a change of control.

Substantial shareholdings

As at 31 March 2023, the Company had been notified, in accordance with Rule 5 of the Disclosure and Transparency Rules of the substantial voting rights as a shareholder of the Company set out in the table and notes below.

As at 30 June 2023, being the latest practicable date prior to publication of this Annual Report, GIH has a 63.2% interest in the Company through its 100% owned subsidiary GPH BV, which is registered under a nominee. The remaining 36.8% of the total issued share capital of the Company represents free float.

There were no significant share transactions during the Reporting Period. Under the Financing, the loan agreement and other agreements contain customary financial and non-financial covenants and change of control clauses regarding maintaining ownership of the Company and at GIH above a certain threshold.

Substantial Shareholders (at 31 March 2023)[1]

	% of total voting rights	Date of last notification[2]
Global Ports Holding B.V.	63.2	27 September 2022

1 During the Reporting Period, the Company was notified:
(i) on 19 May 2022, that Lansdowne Partners had decreased their holding from 7.35% to 0.54% and
(ii) on 9 November 2022, that Första AP-fonden had decreased their holding from 3.88% to 2.99%.

2 Up to the end of the Reporting Period.

The Directors do not have any direct ownership of shares of the Company. However, as at 31 March 2023, Mehmet Kutman owned, directly and indirectly, 33.8% of GIH, representing 21.4% of the Company. Since January 2019, members of senior management have had interests in shares of the Company pursuant to the LTIP as set out above and on page 97 in the Remuneration report.

There are no specific restrictions on the size of a holding nor on the transfer of ordinary shares, both of which are governed by the general provisions of the Articles and prevailing legislation. The Articles may be amended by special resolution of the shareholders.

Relations with shareholders

The Board is aware of the importance of maintaining effective and constructive communication with its shareholders. The Company's website contains a dedicated investors section that provides through which investors can access the Company's announcements, results, presentations and reports. Shortly before the end of the Reporting Period, the investors section of the website was updated and relaunched as part of a broader corporate website refresh.

During the Period, Covid-19-related restrictions and guidance eased compared to the Previous Reporting Period. However, aspects of the Company's communication and engagement with shareholders may have permanently changed, with virtual calls and meetings now more prevalent than physical meetings. During the Reporting Period, the Board and certain members of senior management met virtually or physically with the Company's principal shareholders on various occasions concerning Group strategy, including takeover talks, the Group's financial position and post-pandemic recovery. The Company is aware of the stewardship obligations of institutional investors as set out in the UK Stewardship Code, and it works with its institutional investors to ensure that they can satisfy these requirements.

Continuing travel restrictions during the first part of the Reporting Period impacted investor engagement around the full year 2022 and 2023 interim financial results. The Company again engaged in one-to-one calls with interested investors rather than holding results roadshows. As part of a planned build-up in investor engagement, the Company increased its investor communication during the Reporting Period, releasing monthly traffic statistics and forecast data for expected cruise calls and passenger volumes for the calendar year 2023 and fiscal year 2024. In the second half of the Reporting Period investor engagement increased. The Board also received reports concerning relations with the major shareholders and developments and changes in their shareholdings.

2023 AGM

The Company's 2023 AGM is scheduled to be held at the Company's registered office at 3rd Floor, 35 Albemarle Street, London W1S 4JD on Thursday, 31 August 2023 at 11.00am BST.

As at the date of this Annual Report, the Board expects that the 2023 AGM will be open to shareholders and their appointed proxies who choose to attend it in person. However, should it become necessary or appropriate for any reason to postpone, to move and/or to make alternative arrangements for holding the 2023 AGM, the Board may do so and shareholders will be given as much notice as possible. Please see page 121 for further information.

The notice of the 2023 AGM (the AGM Notice) will be sent to shareholders at least 21 clear days before the meeting. The AGM provides shareholders with an opportunity to discuss the Group's progress and operations directly with the Board, and the Company is committed to providing shareholders with that opportunity. Accordingly, the AGM Notice will include details of how shareholders can submit questions related to the business of the meeting in advance, and the Company will endeavour to answer key themes of the questions on its website as soon as practical.

At the 2023 AGM, the Company will propose separate resolutions on each substantially separate issue and the numbers of proxy votes cast for and against each resolution will be made available to shareholders when voting has been completed.

Ayşegül Bensel
Vice Chairperson
11 July 2023

MONITORING RECOVERY AND GROWTH

As Chairman of the Audit and Risk Committee (the Committee) for the Company, I am pleased to present the Committee's report in respect of the Reporting Period.

The Committee plays a vital role in the financial probity of the business with the ultimate aim of protecting shareholders' interests. In fulfilling its role, it focuses on key areas including financial controls and risk management, financial reporting and the independent external audit of this Annual Report.

With the welcome abatement of Covid-19, Group business rebounded significantly during the Reporting Period and new growth opportunities emerged. The Committee continued to play a central role in monitoring the Group's post-pandemic financial reporting and in strengthening and reorganising its internal control and reporting systems.

Areas of focus during the Reporting Period

At its first meeting of the Period in April 2022, the Committee received the CFO's report on results for the first nine months of the Previous Reporting Period, and a preliminary presentation from the Company's external auditor PKF Littlejohn LLP (PKF) outlining the audit plan for the 2022 fiscal year. The Committee also reviewed the draft budget for the Reporting Period, which was presented to the Board the following day.

At meetings in July 2022, the Committee focused on the finalisation of the Company's consolidated financial statements for the Previous Reporting Period. It also received a report on the progress of the internal audit programme and reviewed and approved updated versions of the Company's Anti-Bribery and Corruption and Sanctions Policies, noting that an updated Code of Ethics had earlier been approved by written resolution.

Internal control systems were also a focus in December 2022, with the Committee reviewing the internal audit plan for the 2023 calendar year and, at the Board's request, embarking on the recruitment in collaboration with the Remuneration Committee of an experienced compliance officer. The Committee also received a report from PKF about its interim review of the Company's consolidated results for the six months ended 30 September 2022 as mandated by the Financing.

At its final meeting of the Reporting Period, in February 2023, the Committee received a preliminary presentation from PKF outlining the audit plan for the Reporting Period and an overview from the CFO of the 2024 draft budget, which was presented to the Board the following day. The Committee also considered and approved a new segmental reporting structure. By contrast to the original port-by-port reporting structure, which no longer reflected the Group's actual management structure and had become unwieldy due to the growing number of ports, the new reporting structure is consistent with the Group's regionally-based management structure and discontinued commercial sector reporting which is no longer material to overall results.

Financial reporting and judgements for the Reporting Period

At its meeting on 5 July 2023, the Committee considered senior management's financial reports, covering the Reporting Period-end consolidated statement of financial position and consolidated statement of profit or loss and other comprehensive income and significant accounting matters, together with the comments and written reports of the external auditor. The Committee's conclusions with respect to senior management's significant financial judgements are set out below. The Committee has reviewed this Annual Report including the Company's Reporting Period-end financial statements, focusing on key judgements as well as the completeness and overall balance of reporting to shareholders.

The Committee believes that PKF as the Company's external auditor appropriately challenged senior management's key judgements and estimates as part of their audit work and the Committee has reviewed their written reports provided. In particular, the Committee took note of the external auditor's commentary around the key audit matters set out in the independent auditor's opinion on pages 123 to 129 of this document.

With respect to financial reporting and significant financial judgements for the Reporting Period, the Committee has considered each key audit matter identified and analysed by senior management, in particular:

- the appropriate recognition of revenue from all sources, including primary port services, ancillary services and construction revenue, having particular regard to the correct application of IFRS 15 and IFRIC 12 and the calculation of construction revenue in accordance with underlying customer contracts, in order to avoid material misstatement; and
- the recoverability of intangible assets, including goodwill, port operation rights and investments (parent only), in order to avoid the non-recognition of any impairment losses. The Committee considered senior management's impairment assessments and value in use calculations, including judgements and estimations relating to cruise call and passenger numbers, container volumes and other key inputs, and was satisfied that no impairment was required.

The Committee closely considered senior management's going concern analysis having regard to the positive Group and industry recovery from the pandemic. The Committee agreed that the Group continued actively to manage its short- and long term financial viability, including the flexibility of the cost structure with a high share of variable costs. The Committee noted, among other circumstances, the use of previously raised equity and bond proceeds to finance major construction works in Nassau, the drawdown of the growth facility under the Financing for the Ege Port Extension, the growth financing raised mainly for European expansions including the Malta bond, and a minor waiver obtained from one the Group's lenders in respect of the Group's leverage covenant.

The Committee also noted senior management's conclusion that the Group would have sufficient cash resources to remain in operation and remain within covenant requirements for a period of not less than 12 months from the date of approval of this Annual Report.

Therefore, having considered the analysis prepared by senior management, the Committee was satisfied that there was a reasonable expectation that the Group would have sufficient cash resources to remain in operation and to remain within covenant requirements for a period of not less than 12 months from the date of approval of this Annual Report, and that the going concern basis of accounting should continue to be adopted in preparing the consolidated financial statements.

Having regard to the foregoing, the Committee approved the disclosure in the financial statements for the Reporting Period as well as the audit report including the unqualified opinion from PKF.

The Committee also reviewed the Strategic report, the Governance report, the Remuneration Committee report and the Directors' report for the Reporting Period to ensure that they complied with applicable legal and regulatory requirements. Noting that parts of the Annual Report had also been reviewed by the Company's Legal Department and its independent remuneration adviser, the Committee was satisfied that the Annual Report, taken as a whole, was fair, balanced and understandable, and provided the information necessary for shareholders to assess the Group's position, performance, business model and strategy.

Going forward

The recovery of Group business since the pandemic has been encouraging, however, the Committee continues to monitor closely changes in the Group's financial position and developments in the cruise industry and our jurisdictions of operation. The Committee will also continue to assist the Board in assessing the financial implications of proposed projects and strategic courses of action, with a view to strengthening the Group's post-pandemic position during the remainder of 2023 and beyond.

Towards that same goal, the Committee will also seek to ensure that the Group's governance practices, and particularly its internal controls and risk management, are robust.

Jérôme Bernard Jean Auguste Bayle
Chairman of the Audit
and Risk Committee
11 July 2023

Meeting attendance

The table below shows the number of meetings that the individual members of the Committee could have attended, and their actual attendance, during the Reporting Period. The Committee also approved two unanimous written resolutions and made a written recommendation to the Board during the Reporting Period.

Only the attendance of members of the Committee is shown in the table below. In addition to the Committee members, the CFO attended all meetings of the Committee during the Reporting Period. Other members of senior management and representatives of the external auditors also attended meetings at the invitation of the Committee chairman.

Director	Attendance	No. of meetings[1]
Jérôme Bayle	5	5
Ercan Ergül	5	5

1 Four meetings were held during 2022 and one meeting was held in February 2023.

Role of the Audit and Risk Committee

The Committee reviews the integrity of the financial information provided to shareholders, oversees the Company's system of internal controls and risk management, directs the internal and external audit process, and monitors the process for compliance with relevant laws, regulations and policies.

The Committee's key responsibilities include:

- **Financial reporting:** monitoring and ensuring the integrity of the financial statements of the Company, including its annual and half-yearly reports, interim management statements, preliminary results announcements and any other formal announcement relating to its financial performance, reviewing significant financial reporting issues and judgements which they contain having regard to matters communicated to it by the external and/or internal auditor.
- **Internal controls and risk management systems:** keeping under review the effectiveness of the Company's internal financial controls and internal control and risk management systems, and reviewing and approving the statements to be included in the Annual Report concerning internal controls and risk management.
- **Internal audit:** assisting with the establishment of the IA Function, including vetting candidates and approving the appointment of the Head of the IA Function; considering and approving the remit of the IA Function and ensuring that it has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards, and that it will be free from management or other restrictions; and reviewing and assessing the annual internal audit plan.
- **External audit:** considering and making recommendations to the Board, to be put to shareholders for approval at the AGM, in relation to the appointment, reappointment or removal of the Company's external auditor; overseeing all aspects of the relationship with the external auditor, including assessing annually their independence and objectivity, taking into account relevant UK professional and regulatory requirements and the relationship with the auditor as a whole; meeting regularly with the external auditor, including once at the planning stage before the audit and once after the audit at the reporting stage, and at least once a year without management being present; reviewing and approving the annual audit plan at the start of the audit cycle; monitoring the statutory audit of the annual and consolidated financial statements; reviewing the findings of the audit with the external auditor;

and reviewing any representation letter(s) requested by the external auditor before they are signed by management. The Committee, on behalf of the Board, will ensure that the relevant authorities are notified of the outcome of the statutory audit and explain how the statutory audit contributed to the integrity of financial reporting, and the roles of the Committee and the Board in that process.
- **Compliance, whistle-blowing and fraud:** reviewing the adequacy and security of the Group's arrangements for employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters, and ensuring that these arrangements allow proportionate and independent investigation of such matters and appropriate follow-up action; reviewing the Group's procedures for detecting fraud and systems and controls for ethical behaviour and the prevention of bribery (in accordance with the Ministry of Justice Bribery Act 2010 Guidance or other relevant guidance); and overseeing, receiving and assessing reports on policy and regulatory compliance within the Group, including without limitation, on anti-bribery and money laundering processes.

Detailed responsibilities are set out in the Committee's TOR, which can be found at www.globalportsholding.com under Investors — Corporate Governance – Committee Terms of Reference.

Members of the Audit and Risk Committee

The members of the Audit and Risk Committee during the Reporting Period were Jérôme Bernard Jean Auguste Bayle, an Independent Director and Chairman of the Committee, and Ercan Nuri Ergül. At the date of this Report, there is one vacancy on the Committee.

The current members of the Committee have sufficient recent and relevant financial expertise to participate and contribute competently as members of the Committee. Their educational backgrounds and professional experience in business and finance are set out on pages 74 and 75 in the Governance report.

Meetings of the Audit and Risk Committee and reports to the Board

The Committee met five times during the Reporting Period. In addition, the Committee approved two unanimous written resolutions during the Reporting Period. The table on page 89 shows the number of meetings individual members of the Committee could have attended during the Reporting Period, and their actual attendance.

Reports from the Chairman of the Audit and Risk Committee on the Committee's activities and its recommendations were included in the regular committee reports presented at meetings of the Board.

Internal controls and risk management

A key responsibility of the Committee is to keep under review the effectiveness of the Company's internal financial controls and internal control and risk management systems. To aid in that review, the IA Function developed a comprehensive ERM system, which was implemented during the Reporting Period.

Under the system, the IA Function provides guidance to senior management on responding to and reporting risks and gives objective assurance to the Committee and the Board on the identification and correct evaluation of risks and the effectiveness of risk management. Operating entities also provide certified statements of financial compliance with specified and appropriate key controls. Those controls are then cyclically tested by the IA Function to ensure they remain effective and are being consistently applied, and the IA Function prescribes specific actions for senior management to take to correct any violations.

Going forward, the IA Function and the CEO will further develop and maintain the ERM system as a structured, consistent and continuous system across the Group for identifying, assessing, deciding on responses to, and reporting on, opportunities and threats that affect the achievement of its objectives.

The risk management process begins with the identification of significant risks by each function, and risks will be assessed by taking into account the potential impact and likelihood of the risks occurring and the mitigations identified. The specific functions covered are the Group's cruise port operations, commercial operations, investments and strategy, and internal business functions (comprising purchasing and payables, financial reporting and accounting, revenue and receivables, plant-property-equipment, payroll, human resources and safety).

The level of risk that is considered appropriate to accept in achieving the Company's strategic objectives is regularly monitored by the Committee and reviewed and validated by the Board on an annual basis, and the appropriateness of mitigating actions is determined in accordance with the Board-approved risk appetite for each given area.

The current level of risk is compared with the Board's appetite to determine whether further mitigations are required. Risks that are specific to the function's activities are managed within the function on an ongoing basis, with regular follow up by the IA Function. The most significant risks from each function (based on materiality or those that have common themes across the business) are reviewed by the Committee, along with the principal risks and mitigations externally reported on pages 32 to 39 of this Annual Report. The Committee also supports senior management and the Board in the management of risks relating to key projects, third parties and places of operation.

The Group's principal business risks are monitored and managed by senior management, the IA Function and the Committee, which regularly reports thereon to the Board. The Company's detailed Risk Management Framework is set out earlier in this Report.

In order to strengthen the monitoring of legal compliance within the Group, the decision was made during the Reporting Period to create a legal compliance function separate from the IA Function, beginning with the appointment of an internationally-experienced compliance officer. Recruitment of a qualified candidate has been undertaken taken in collaboration with the Remuneration Committee and with the assistance of a professional recruitment firm. Once recruited, the new compliance officer will develop, oversee and evaluate control systems to prevent and deal with violations of legal guidelines and internal policies in the Group's jurisdictions of operation.

External auditor transition, independence and provision of non-audit services

At the AGM held on 20 September 2022, PKF, of 15 Westferry Circus, Canary Wharf, London E14 4HD, was reappointed as the Company's external auditor in respect of the Reporting Period and to hold office until the conclusion of the 2023 AGM. See 'Reappointment of the external auditor' below.
PKF has confirmed its independence as external auditor to the Company. During the Reporting Period, PKF performed non-audit services which were approved by the Committee and complied with Group policies. The services were provided for a fee of GBP 65,000 plus VAT and consisted of: (i) a review of the interim financial information and condensed interim consolidated financial report for the 6 months ended 30 September 2022 and providing an opinion thereon in accordance with the International Standard on Review Engagements (ISRE 2410) and (ii) reporting on covenant compliance in relation to the Financing. The Group's Non-Audit Services Policy can be found at www.globalportsholding.com under Investors – Corporate Governance – Policies. The Non-Audit Services Policy is subject to annual review by the Committee.

The Committee reviewed the work completed by the external auditor, as well as the provision of non-audit services, during the Reporting Period to ensure that the auditor maintained its independence.

The Committee will continue to review the independence of the external auditor on a regular basis.

Reappointment of the external auditor

Following careful consideration, the Committee recommends that PKF be reappointed as the external auditor of the Company under the current external auditor contract, and a resolution to reappoint them will be proposed at the 2023 AGM.

The Group will continue to carry out an annual review of external auditors to enable the Committee to assess the quality and effectiveness of the services provided by the incumbent auditor. Under its TOR, the Committee has a duty to ensure that the audit services contract is put out to tender at least once every 10 years, to enable the Committee to compare the quality and effectiveness of the services provided by the incumbent auditor with those of other audit firms.

MAINTAINING PROVEN LEADERSHIP DURING RECOVERY

As Chairman of the Nomination (the Committee) for the Company, I am pleased to present the Committee's report in respect of the Reporting Period.

The Committee is focused on optimising the quality and contribution of leadership within the Group, through an ongoing review of the composition and performance of the current Board and by formulating succession plans for the Board and senior management.

Throughout the Reporting Period, I served as independent Chairman of the Committee and Ayşegül Bensel served as a Committee member. We continue to hold our respective positions at the date of this Report, and there is one vacancy on the Committee.

Areas of focus during the Reporting Period

The Committee met in July 2022, at which time a main focus was on reviewing the contribution and performance of the individual Board members in advance of the 2022 AGM.

The Committee members agreed that the Board as a whole had shown strong and united leadership in rapidly implementing, monitoring, and then easing, pandemic-related cost-saving and cash preservation measures (the Measures). They noted that all individual Board members had attended and contributed at meetings and, with reduced Board size, some had assumed additional responsibilities. The Committee members also agreed that all Board members had demonstrated their commitment to the Company by continuing to serve despite the fact that Board fees, which were consensually deferred starting in March 2020 in solidarity with employees subject to the Measures, had not yet been reinstituted.

The Committee therefore concluded that the Board had continued to govern decisively despite its reduced size, all Board members had performed with skill and diligence, and each of those members should be endorsed for re-election at the 2022 AGM on the assumption that all of them would stand. The Committee made a corresponding recommendation to the Board, which in turn recommended to shareholders that each of the incumbent Directors be re-elected at the 2022 AGM.

Having regard to the Group's post-pandemic recovery, the Committee also reiterated its commitment to recruiting candidates to fill at least one independent seat on the Board, while considering optimal membership size to maintain an effective and experienced Board at reasonable cost. The Committee reaffirmed gender and governance and/or industry experience as two main criteria in assessing any potential new Board member and agreed that particular effort should be made to recruit a qualified female candidate.

The Committee has met once since the Reporting Period-end, at which time it noted the Directors' perfect attendance records at Board and committee meetings and active involvement in Group-related matters during and since the Reporting Period. The Committee assessed positively the Board's continuing performance on a collective and individual basis and endorsed the existing Directors for reelection at the 2023 AGM. The Committee members also approved this Report.

The Committee will continue to play an active role in maintaining strong leadership on the Board and Senior Executive Team to guide and propel Group business going forward.

Jérôme Bernard Jean Auguste Bayle
Chairman of the
Nomination Committee
11 July 2023

Meeting attendance

In accordance with its TOR, the Committee meets formally at least once a year, however, the Committee members also communicate informally between meetings.

As set out in the table below, the Committee held one formal meeting during the Reporting Period, which was attended by both Committee members.

Director	Attendance	No. of meetings
Jérôme Bayle	1	1
Ayşegül Bensel	1	1

The Committee has met once since the end of the Reporting Period, at which time it focussed on reviewing Board member performance in advance of the 2023 AGM and endorsed all Board members for reelection.

Reports from the Chairman of the Nomination Committee on the Committee's activities and its recommendations are included in the regular committee reports that are presented at meetings of the Board.

Role of the Nomination Committee

The Committee's key responsibilities include:

- **Structural review:** regularly reviewing the structure, size and composition of the Board (including the skills, knowledge, independence and absence of conflicts of interest, experience and diversity of the Board) and making recommendations to the Board.
- **Succession planning:** giving consideration to succession planning for Directors and other senior executives, taking into account the challenges and opportunities facing the Group and the skills, diversity and expertise needed on the Board in the future.
- **Annual evaluation:** assisting the Chairman of the Board to implement an annual evaluation process to assess the overall and individual performance of the Board and its committees, and reviewing the results that relate to the composition of the Board and its committees.
- **Board candidates:** identifying and nominating, for the approval of the Board, candidates to fill Board vacancies as and when they arise. Also, as part of that process, reviewing any interests a candidate may have that conflict, or may conflict, with the interests of the Company.
- **Recommendations:** making recommendations to the Board, including concerning succession plans; membership of the Audit and Risk Committee and the Remuneration Committee in consultation with the Chairs of those committees; the re-election of Directors by shareholders; any matters relating to the continuation in office of any Director at any time, including the suspension or termination of service of any future executive Director as an employee of the Company; and the appointment of any Director to executive or other office.

Members of the Nomination Committee

The members of the Committee during the Reporting Period were Jérôme Bayle, who is an Independent Director and was appointed to the Committee on 29 September 2021, and Ayşegül Bensel, who has served on the Committee since its formation in 2027. There is one vacancy on the Committee.

Going forward

Going forward, the Committee expects to focus on:

- the recruitment of at least one new independent Board member, and continued review of the size and composition of the Board, having regard to diversity targets, effectiveness and efficiency, and other central considerations;
- progressing an in-depth Board performance review; and
- considering potential succession issues relating to the Executive Chairman-CEO and other Directors and members of the Senior Executive Team.

Remuneration Committee report
Introduction by the Committee Chairman

ENSURING APPROPRIATE REMUNERATION

As Chairman of the Remuneration Committee (the Committee) for the Company, I am pleased to present the Committee's report in respect of the Reporting Period.

In accordance with the reporting regulations, this Report comprises three sections:

- this Statement;
- the Remuneration Policy Report on the current three-year Remuneration Policy (the Policy), which was approved by shareholders at the Annual General Meeting held on 29 September 2021 for a three-year period and which comprises distinct sub-policies for:
  - the Executive Chairman;
  - the Non-Executive Directors; and
  - any future Executive Directors, which is applied generally to the Senior Executive Team and other senior managers within the Group (collectively, senior management); and
- the Annual Report on Remuneration (Annual Remuneration Report or ARR), which details the Directors' remuneration from 1 April 2022 to 31 March 2023 and the implementation of the Policy during the Reporting Period. The Annual Remuneration Report will be subject to an advisory vote at the 2023 AGM.

Other than the Executive Chairman-CEO, all of the Directors during the Reporting Period were Non-Executive.

In compliance with reporting requirements under The Companies (Directors' Remuneration Policy and Directors' Remuneration Report) Regulations 2019 (the 2019 Regulations), the current Annual Remuneration Report also

Meeting attendance

The table below shows the number of meetings that the individual members of the Committee could have attended, and their actual attendance, during the Reporting Period:

Director	Attendance	No. of meetings
Jérôme Bayle	3	3
Ayşegül Bensel	3	3

During the Reporting Period, the Committee members also approved one unanimous written resolution and submitted a written recommendation to the Board, as well as communicating informally between meetings with each other and with members of senior management.

The Committee may invite other Directors or members of senior management to attend meetings. As Committee Chairman, I liaise regularly with the Head of Human Resources (or 'HRD') and the Executive Chairman-CEO in particular, and relay their input to the Committee – whether or not they attend meetings.

No Director or member of senior management is present at a Committee meeting during any discussion or decision about their own remuneration.

contains disclosure regarding the remuneration of the Company's former CEO, Emre Sayın, even though he was not a Board member and stepped down shortly after the start of the Reporting Period. The related requirement under the 2019 Regulations is only applicable for financial years beginning on or after 10 June 2019, and accordingly, prior period comparative information starts from the 1 January 2020 to 31 March 2021 reporting period. Mr. Sayın's remuneration was determined broadly in accordance with the Policy's distinct sub-policy for future Executive Directors, pursuant to which he participated in the Company's short-term incentive plan (STIP) and the LTIP. When Mr. Sayın stepped down and left the Group effective May 2022, his remuneration included a lump sum termination payment and his RSU awards under the LTIP lapsed as set out on pages 110 and 111.

No changes were made during the Reporting Period to the fees for Board membership, which are set out in the Annual Remuneration Report on page 112. However, in accordance with the Articles, the Board has resolved to award additional remuneration to Executive Chairman Mehmet Kutman, who was also appointed CEO upon Mr. Sayın's departure, and to Non-Executive Director Ayşegül Bensel to compensate her for consultancy services. The basis and the amount of additional remuneration awarded to Mr. Kutman and Mrs. Bensel, respectively, are set out on page 112.

No Board members participate in the Company's incentive schemes, and accordingly their remuneration is not subject to changes in the Company's share price.

With their agreement, all remuneration payable to the Board members continued to be deferred during the Reporting Period in order to prioritise the full restoration of pre-pandemic remuneration for Group employees. The amounts accrued (but not paid) to Board members during the Period are set out on page 112.

Restitution and restoration

Beginning in April 2020, in response to the unprecedented challenges arising from the Covid-19 pandemic, the Company implemented a series of cost-saving and cash-preservation measures including the Employment Measures. During the Previous Reporting Period, the Committee oversaw the gradual easing of the Employment Measures, culminating with the reinstatement in January 2022 of pre-pandemic level salaries. During the Reporting Period, the restoration of a normal remuneration structure for Group employees was completed with the full restitution of salary amounts that had been deferred pursuant to the Employment Measures. Further details are set out below under 'Activities of the Committee during the Reporting Period'.

Committee members and independence

I have served as the Chairman of the Committee since its establishment in 2017 and my fellow Committee member Ayşegül Bensel also has served throughout that time.

There is one vacancy on the Committee, which the Board expects to fill in due course through the appointment of one or more independent Board members.

Key areas of responsibility

The Committee's key areas of responsibility include:

- recommending, monitoring (and, if necessary, vetoing) the level and structure of remuneration for all Group employees, including senior management;

- determining the structure and levels of remuneration for the Executive Chairman-CEO, any future Executive Directors and all Group employees at grades of C-level or higher; and
- preparing the Annual Remuneration Report for approval by shareholders at the AGM.

Detailed responsibilities are set out in the Terms of Reference of the Committee which can be found at www.globalportsholding.com under Investors – Governance – Committees – Remuneration.

Activities of the Committee during the Reporting Period

The Committee met formally three times during the Reporting Period. At and between meetings, the Committee members communicated informally to review and refine executive remuneration arrangements with a view to ensuring that they incorporated relevant market best practice and remained appropriate for the Company – having regard in particular to the recovery of Group business from the impact of the Covid-19 pandemic and the objective of terminating the Employment Measures and restoring a normal remuneration structure as early as reasonably prudent and practicable.

At its first two meetings of the Reporting Period, in April and July 2022, the Committee continued to monitor the restoration of normal remuneration, resulting in the full restitution of ex-Türkiye salary amounts that had been deferred pursuant to the Employment Measures being completed, as scheduled, in three equal instalments in the second and third quarters of the calendar year. Having regard to Türkiye's exceptional country-specific inflationary conditions, the Committee also considered the adjustment of deferred Turkish salary amounts, and its recommendation for a 40% increase was adopted by the Board, with amounts being repaid on that basis.

The Committee also considered the LTIP in light of the pandemic's extraordinary adverse impact on Group business and the sacrifices made by LTIP-eligible employees who accepted the Employment Measures and continued to serve under less favourable employment terms. In recognition of those circumstances and to reaffirm the Company's commitment to the LTIP as a viable, motivational reward programme, the Committee in its discretion recommended that 60% of RSUs allocated under the LTIP for 2020 be deemed to vest in 2023. It is noted that although the Committee's recommendation and its adoption by the Board occurred in April 2022 – after the end of the Previous Reporting Period – and were reported in the Company's 2022 Annual Report, that report incorrectly identified the RSUs as having been allocated for 2019 rather than 2020.

In accordance with the Committee's recommendation, the Board approved the vesting of 60% of the RSUs allocated under the LTIP for 2020 and the issuance of 66,600 shares underlying them – which is pending at the date of this Report. See 'Share capital' on page 84 in the Corporate governance report. In relation to the vesting decision, the Committee also exercised its discretion to waive any holding period in respect of the underlying shares. In doing so, the Committee reasoned that the recipients had already demonstrated their loyalty to the Company through their sacrifices during the pandemic and their continuing service to the Company, and accordingly, a holding period was not necessary to further incentivise them to remain with the Company and to retain their equity investment in it.

With the approval of the Executive Chairman-CEO, the Committee also oversaw the payment in January 2023 of a one-time loyalty bonus in the aggregate amount of USD 110,177 to Türkiye-based employees in recognition of their service during the pandemic and the continuing country-based inflationary conditions affecting them.

In addition to its focus on restoring a normal remuneration structure in the wake of the pandemic, the Committee attended to a number of other below-Board remuneration-related matters and initiatives. These included setting LTIP performance targets and RSU allocations for 2022 and reviewing and increasing tugboat pilot salaries at the Group's Turkish ports to market-competitive levels. The Committee also authorised an internal operational audit of the Group's human resources function (or 'HR') with a view to better aligning HR management and employment practices with the Group's business objectives, more effectively assessing the outcomes of the Group's employment practices and policies, and strengthening the top-down HR structure within the Group. The Committee also collaborated with the Audit and Risk Committee to initiate, with the assistance of a professional recruitment firm, the search for an experienced compliance officer who will be a senior management level appointment with commensurate remuneration.

As Chairman of the Committee and the Independent Director, I was asked to consider adjustments to the remuneration of Mr. Kutman following his appointment by the Board as CEO with responsibility for the day-to-day operations of the Group, and of Mrs. Bensel in recognition of consultancy services that she provides at the Board's request.

In making my recommendation that Mr. Kutman's remuneration should include a meaningful CEO component, I had regard amongst other considerations to Mr. Kutman's extensive executive experience, the amount of his fee as Executive Chairman, the significant additional duties, responsibilities and time commitment that the position of CEO entails, and the fact that, unlike the former CEO, he has no entitlement to STIP or LTIP rewards or to other benefits provided for under the sub-policy for senior management and Executive Directors.

With respect to Mrs. Bensel, who has extensive experience in construction management within the GIH group, I considered that, in addition to her duties as a Non-Executive Board and Committee member, she has provided over an extended period of time, and continues to provide at the Board's request, construction management consultancy services in respect of most major port investment projects undertaken by the Group, which also entail significant additional time and travel commitments.

Accordingly, I recommended that Mr. Kutman and Mrs. Bensel should receive additional remuneration in accordance with article 83 of the Articles for the special services that they provide at the behest of the Board. The Board accepted my recommendation in each case, and the basis and amount of their additional remuneration are detailed on page 112 below.

Our approach to developing the Company's Remuneration Policy

The aims for executive remuneration within the Group remain unchanged, namely: to support the achievement of the Company's strategy; to help attract, retain and motivate the right executive talent; and to further align management and shareholder interests.

Remuneration levels for senior management and any future Executive Directors are set at levels that are considered by the Remuneration Committee to be appropriate for the size, nature and stage of development of the business, having regard to salary bandings commissioned by independent reward consultants. Performance-based incentives form a material part of the remuneration package for all our senior executives and are based on stretching performance targets that support both the short-term and long-term business strategy. Legacy contractual remuneration arrangements for below-Board senior managers that were agreed before the Policy will be honoured. Details will be disclosed where relevant.

In formulating the original remuneration policy (the Original Policy, and together with the Policy, the Policies), the Committee took independent advice from Mercer (Mercer), the Company's independent remuneration consultants, with a view to ensuring that the Policy incorporates current best practice for a UK-listed company.

The Committee believes that its approach to remuneration has supported the delivery of the Company's aims during its initial years as a publicly listed company by helping to ensure close alignment of pay outcomes with the Company's performance and long-term success.

The current Policy, intended to operate for a three-year period, will expire in 2024. Prior to presenting a new remuneration policy at the 2024 AGM, the Company intends to undertake an extensive review of the structure, components and underlying aims and principles of the Policy, including consultation with shareholders, employees and Mercer.

The key features of the Policy are summarised below under 'Our remuneration at a glance', and the Policy itself is set out on pages 100 to 109.

We hope you find this Report helpful in explaining the implementation of the Policy and the rationale for key Committee decisions during the Reporting Period.

The Committee believes that the approach to implementing the Policy during the Reporting Period was in the best interest of shareholders, and we hope that you will approve the Annual Remuneration Report at the 2023 AGM.

Jérôme Bernard Jean Auguste Bayle
Chairman of the
Remuneration Committee
11 July 2023

Basis of preparation of this Report
This Report has been prepared in accordance with the provisions of the UK Companies Act 2006 and Schedule 8 of the Large and Medium sized Companies and Company's (Accounts and Reports) Regulations 2008 (as amended, including by the 2019 Regulations). It also meets the requirements of the UKLA's Listing Rules. It has been reviewed by Mercer, who advised the Committee during the development of the Original Policy and, as requested, on certain aspects pertaining to the implementation of the Policies between 2018 and the end of the Reporting Period.

Our remuneration at a glance
Development of our Remuneration Policy
Following Admission, the Remuneration Committee worked with Mercer to develop the Original Policy, which was approved by shareholders at the 2018 AGM.

Remuneration principles
The Policy reflects the remuneration principles (see page 98) agreed by the Remuneration Committee, which help ensure that remuneration outcomes align with the Company's performance and shareholder interests.

Shareholder consultation and approval
The views of our shareholders and the broader investor community are important to the Committee. During the development of the Policies, the Committee engaged with the Company's largest shareholder and also took account of the guidelines issued by various investor bodies on remuneration governance, including the importance of aligning executive remuneration with performance and the need to take into account remuneration arrangements for the wider workforce.

The Committee is keen to foster an open and transparent approach to setting and determining outcomes against the Remuneration Policy.

At the 2022 AGM, shareholders approved the Directors' Remuneration Report by 99.98% 'for' and 0.02% 'against' the resolution, with 607 votes withheld.

Engagement with employees
A core purpose of the Policies is to attract and retain talented management, and feedback from employees and their representatives is critical to ensure that their views and interests are reflected in Committee and Board decisions. To that end, the Committee Chairman meets regularly with the Head of Human Resources and maintains an open-door policy with respect to senior managers who wish to discuss employment-related issues or bring them to the attention of the Committee. The Committee Chairman is also a designated contact person for employees under the Group's Whistleblowing Policy. With a view to increasing its direct engagement with employees, the Board has also resolved that Directors will meet annually with port managers and other members of senior management to obtain their feedback on the Company's approach to remuneration and other matters. Those meetings were postponed during and in the immediate aftermath of the Covid-19 pandemic, but are resuming.

REMUNERATION POLICY REPORT

The Policy

This section of the Report sets out the Policy, which was approved by shareholders at the 2021 AGM for a period of three years. The Policy, which was developed to reflect the guiding principles set out on page 98, comprises distinct sub-policies for the Executive Chairman, the Non-Executive Directors and any future Executive Directors (currently applied generally to senior management).

Except as noted in the Annual Remuneration Report, the Policy is structured and administered by reference to the Company's financial year (1 April to 31 March).

Decision-making process

In preparing the Policy, the Remuneration Committee initially reviewed and affirmed the remuneration principles set out on page 98 and the structure and components of the Original Policy, having regard to the Company's strategy and shareholder interests and after assessing the impact of the Original Policy over the previous three years. It also engaged with the Company's largest shareholder, consulted with Mercer and took account of the guidelines issued by various investor bodies on remuneration governance and newly applicable requirements under the 2019 Regulations.

Remuneration Policy for the Executive Chairman

The Executive Chairman's fee is USD 420,000 per annum, equivalent to 3.5 times that of the current Non-Executive Directors. In approving the amount of the fee in 2019, the Committee had regard to the increasing time commitment of the Executive Chairman in supporting business development for the Group, the results of independent external market benchmarking, and the growth of the Group. The Executive Chairman is not eligible to participate in any of the Company's incentive (short-term or long-term share) schemes or in any of the Company's other benefit arrangements.

Following his appointment as CEO with effect from May 2022, the current Executive Chairman Mehmet Kutman's remuneration was adjusted to include a CEO component. However, Mr. Kutman's remuneration continues to be determined in accordance with the remuneration sub-policy for the Executive Chairman, and he has no entitlement to bonus, LTIP rewards or other benefits provided for under the sub-policy for senior management and Executive Directors. See page 101.

Remuneration Policy for the Non-Executive Directors

The remuneration for Non-Executive Directors comprises a Board fee and an additional fee for additional duties, which include serving on one or more Board committees. Fees are set at a competitive level to recruit and retain Directors of the highest calibre. The Non-Executive Directors are not eligible to participate in any of the Company's incentive (short-term or long-term share) schemes or in any of the Company's other benefit arrangements.

In accordance with the Articles, one of the current Non-Executive Directors is also entitled to receive additional remuneration for special consultancy services provided at the Board's request. See page 112.

Remuneration Policy for senior management and Executive Directors (excluding the Executive Chairman-CEO)

The remuneration for any future Executive Directors comprises salary, benefits and short-term and long-term incentive plans as described on pages 103 to 109. For members of senior management who are not Board members, the Policy generally applies with minor variation.

Remuneration Policy Table for Executive Chairman

Details of the Policy on fees to be paid to the Executive Chairman are set out in the table below:

Purpose and link to strategy	Operation	Opportunity	Performance measures
Executive Chairman's remuneration			
To recognise the Executive Chairman's time commitment to the Company and his role in business development for the Group, as well as his role as Chairman of the Board.	The Executive Chairman's fee is set by the Remuneration Committee at a level which it considers commensurate with the significant time commitment he is expected to give to the Group. The Executive Chairman is also provided with an office and full-time secretarial and administrative support in London. All reasonable travelling and other expenses (including any relevant tax) incurred in carrying out his duties are reimbursed. Without limitation to the foregoing, the Company will reimburse the Executive Chairman for the reasonable cost of obtaining independent advice in accordance with Board procedure.	The Executive Chairman is not entitled to participate in the STIP or the LTIP and does not otherwise receive share options or retirement benefits from the Company.	Not applicable.

Executive Chairman letter of appointment

Mehmet Kutman was originally appointed as a Non-Executive Director pursuant to a letter of appointment dated 12 April 2017 that has no fixed duration.

Mr. Kutman's role as Executive Chairman was subsequently set out in a director service agreement with the Company with effect from 1 February 2019 (the Director Service Agreement). Following his appointment as CEO, Mr. Kutman and the Company also entered into a Chief Executive Officer agreement with effect from 1 May 2022 (the CEO Agreement), which sets out the CEO component of his adjusted remuneration. Details are set out on page 112.

Pursuant to the Articles, Mr. Kutman submits himself for re-election to the Board annually, and he has been re-elected at each AGM since 2018.

The dates relating to the appointment of the Executive Chairman are below:

Director	Role during Reporting Period	Date of original appointment and letter of appointment	Dates of reappointment (election)
Mehmet Kutman	Executive Chairman, CEO and Co-Founder	11 April 2017	8 May 2018, 24 May 2019, 5 June 2020, 29 September 2021 and 20 September 2022

Mr. Kutman's original letter of appointment, the Director Service Agreement and the CEO Agreement are available for inspection at the Company's registered office during normal business hours.

Remuneration Policy Table for Non-Executive Directors

Details of the Policy on fees to be paid to our Non-Executive Directors are set out in the table below:

Purpose and link to strategy	Operation	Opportunity	Performance measures
Non-Executive Director remuneration			
Fees for the Non-Executive Directors are set at a competitive level to recruit and retain Directors of the highest calibre, with broad commercial and other relevant experience, to guide and influence Board-level decision-making.	Fee levels will typically be reviewed annually, with any adjustments effective January in the year following review. The fees of Non-Executive Directors are set by the Board as a whole within the limits set in the Company's Articles of Association. Non-Executive Directors receive a base fee for membership on the Board and an additional fee for all other duties, including serving on one or more Board committees. The Company reimburses the Non-Executive Directors for reasonable and properly documented expenses incurred in performing their duties. Without limitation to the foregoing, the Company will reimburse the Non-Executive Directors for the reasonable cost of obtaining independent advice in accordance with Board procedure. The Non-Executive Directors have the benefit of directors' and officers' liability insurance and a deed of indemnity from the Company.	Fee increases may be applied taking into account the outcome of the annual fee review. Under the Articles of Association, the aggregate amount of fees paid to the Directors is capped at GBP 1.5 million per annum. The current Non-Executive Directors are not entitled to participate in the LTIP or the STIP and do not otherwise receive share options or retirement benefits from the Company.	Not applicable.

Non-Executive Director letters of appointment

The Non-Executive Directors were originally appointed pursuant to letters of appointment dated April 2017 that have no fixed duration. Ayşegül Bensel and the Company have subsequently executed an amended letter of appointment with effect from 1 May 2022 (the Restated Appointment Letter), pursuant to which she is entitled to receive additional remuneration for special consultancy services provided at the request of the Board. Details of Mrs. Bensel's additional remuneration are set out on page 112.

Pursuant to the Articles, the Non-Executive Directors submit themselves for re-election annually. The current Non-Executive Directors have been re-elected at each AGM since 2018.

The dates relating to the appointments of the current Non-Executive Directors, all of whom served throughout the Reporting Period, are as follows:

Director	Role	Date of original appointment and letter of appointment	Dates of reappointment (election)
Ayşegül Bensel	Vice Chairperson	12 April 2017	8 May 2018, 24 May 2019, 5 June 2020, 29 September 2021 and 20 September 2022
Jérôme Bayle	Board Member – Independent	12 April 2017	8 May 2018, 24 May 2019, 5 June 2020, 29 September 2021 and 20 September 2022
Ercan Ergül	Board Member	11 April 2017	8 May 2018, 24 May 2019, 5 June 2020, 29 September 2021 and 20 September 2022

The original letters of appointment of the current Non-Executive Directors and the Restated Appointment Letter are available for inspection at the Company's registered office during normal business hours.

Remuneration Policy Table for future Executive Directors (excluding the Executive Chairman-CEO) and senior management

In the absence of Executive Directors (other than the Executive Chairman), the Policy set out in the table below currently applies (with minor variation) only to members of senior management. In particular, legacy contractual remuneration arrangements for below-Board senior managers that were agreed before the Policy will be honoured and details will be disclosed where relevant. The Policy below would apply to an Executive Director should they be appointed to the Board, in which case references below to a 'senior manager' would apply to an 'Executive Director'.

Purpose and link to strategy	Operation	Opportunity	Performance measures
Base salary			
To attract and retain talented executives to deliver the Company's strategy, by ensuring base salaries and total packages are competitive in relevant talent markets, while not overpaying.	Base salaries are reviewed by the Committee annually, in the context of personal and Company performance, and by reference to external market benchmarking. Any resulting changes will normally be effective from January. Salaries are positioned to reflect professional experience and level of responsibility.	There is no prescribed maximum salary payable. Salaries will be set on a case-by-case basis to reflect the role, and the experience and qualifications of the individual role-holder. Base salary % increases for the senior managers will normally be aligned with those of the wider workforce but may be made above this if there is a material change in responsibilities, size or complexity of the role, or if a senior manager was intentionally appointed to the Board on a below-market salary, but with the intention of moving it to market over time subject to performance in the role. If an Executive Director is appointed, their base salary for the year under review and proposed for the following year would be disclosed in the relevant year's Annual Report on Remuneration, together with the rationale for any changes.	Not applicable.
Pension			
To provide an appropriate level of post-retirement benefit.	Although the Company currently does not have a formal pension plan, mandatory pension contributions are made by the Company on behalf of UK employees in accordance with UK law (and would also be made at the same % of salary on behalf of any UK-based Executive Directors). Likewise, other Group companies make mandatory pension contributions on behalf of their employees in accordance with applicable law, and pension contributions would be made on the same basis for any Executive Directors outside the UK.		

Purpose and link to strategy	Operation	Opportunity	Performance measures
Other taxable benefits			
To provide other competitive benefits for comparable roles in the market in which the senior manager is employed.	The Company may also provide senior managers benefits in kind including, but not limited to, company car or car allowance, financial and/or legal advice, an expatriate allowance, relocation expenses and a housing allowance.	Benefits for executives and senior managers are generally set at a level which reflects competitive practice in the relevant market. It is not anticipated that the costs of benefits provided would increase significantly over the policy period, although the Committee retains discretion to approve non-material increases in cost. In addition, the Committee retains discretion to approve a higher cost in exceptional circumstances (e.g., to facilitate recruitment) or in circumstances where factors outside the Company's control have changed (e.g., general increases in the cost of insurance cover). In the case of an Executive Director, benefits in respect of the year under review will be disclosed in the relevant year's Annual Report on Remuneration.	Not applicable.

Purpose and link to strategy	Operation	Opportunity	Performance measures
STIP (short-term incentive plan)			
To incentivise executives to deliver strong performance on an annual basis, to reward progress towards the Company's strategic goals, and to underpin the longer-term health and growth of the business.	Performance measures, targets and corresponding weightings are set by the Committee at the start of the year. After the end of the financial year, the Committee determines the level of bonus to be paid, taking into account the extent to which targets have been achieved. Bonuses are payable in cash. Malus and clawback provisions apply to the bonuses in certain circumstances (as set out in the Notes to the Policy Tables on page 107).	The normal maximum annual bonus opportunity is 50% of base salary, with up to 75% available in exceptional circumstances. The payout for on-target performance is 50% of maximum.	Performance is assessed on an annual basis against specific objectives set at the start of each year. Financial measures make up the majority of the bonus opportunity, although these may be supplemented with non-financial metrics and personal objectives, as appropriate. Bonus measures are weighted according to the business priorities for the year. Targets under each measure are generally calibrated with reference to the Company's budget. The Committee may adjust the formulaic annual bonus outcomes (including down to zero) to ensure outcomes align with the Company's Remuneration Principles and with underlying Company performance, and to ensure fairness to shareholders and participants. If an Executive Director is appointed, further details will be disclosed in the relevant year's Annual Report on Remuneration. Performance targets set for each year will be disclosed at the end of the year in question.

Purpose and link to strategy	Operation	Opportunity	Performance measures
LTIP (long-term incentive plan)			
To align the interests of executives with those of shareholders, and to incentivise management to maximise value over the long term.	Senior managers are eligible to receive annual awards of RSUs, being conditional rights to receive shares in the Company. The Committee may also award share options or restricted shares. Prior to awards being granted, the Committee sets performance conditions and targets which are stretching and aligned to the Company's strategy. LTIP awards to executives and senior managers typically have a performance and vesting period of three years. If threshold performance has not been achieved at the end of the relevant performance period, the awards would not vest. Vested LTIP shares are normally subject to a holding period of two years after the vesting date. However, vesting and holding periods are determined by the Remuneration Committee and may be waived or changed from time to time at its discretion. The Remuneration Committee has discretion to award dividend equivalents on awards, in which case the number of shares which are subject to an LTIP award will be increased to reflect the value of the corresponding dividends during the performance period (or an equivalent value will be granted in cash at the discretion of the Remuneration Committee). LTIP awards granted to senior managers will be subject to malus and clawback provisions, as set out in the Notes to the Policy Tables on page 107.	The maximum annual LTIP opportunity is 100% of base salary. 25% of an award will vest if performance against each performance condition is at threshold and 100% will vest if it is at stretch (being the minimum level of performance required for full vesting), with straight-line vesting in between. Further details of any LTIP awards granted to any Executive Director will be disclosed in the relevant Annual Report on Remuneration. Having regard to the decrease in the Company's share price since Listing, the Committee had discretion during the initial two years of the LTIP to propose a decrease in the number of shares that would otherwise be allocated under the principles above, subject to Board approval of the reduction.	Vesting of the LTIP is subject to continued employment during the performance period and the achievement of performance conditions. If an Executive Director is appointed, further details will be disclosed in the relevant Annual Report on Remuneration, including the performance targets attached on any LTIP awards made, for each cycle.
Annual review of CEO remuneration			
To ensure base salary and total package remain appropriate and competitive, while not overpaying.	The CEO's overall remuneration is subject to annual review by the Committee.	Not applicable.	Not applicable.
Shareholding guideline for Executive Directors			
To incentivise Executive Directors to commit to the Company, and further to align their interests with those of shareholders and to incentivise them to maximise value over the long term.	Executive Directors will be expected to achieve, within five years of appointment to the role, a shareholding in the Company equivalent to at least 50% of their current annual salary.	Not applicable.	Not applicable.

Notes to the Policy tables

Approach to target-setting and performance measure selection

The Committee considers carefully the selection of performance measures at the start of each performance cycle, taking into account the Company's strategic goals, annual priorities and the relevant political and macroeconomic environment.

Annual bonus measures under the STIP are selected to align with the Company's annual priorities. Measures may change from year to year. The rationale for any changes to bonus measures will be disclosed in the relevant Annual Report on Remuneration.

LTIP performance measures are selected to ensure they align with the Company's strategy and with long-term growth in shareholder value. They are intended to help align senior managers' interests with those of shareholders. The first LTIP awards granted under the Original Policy were based 50% on 3-year Earnings per Share (EPS) growth and 50% on 3-year absolute Total Shareholder Return (TSR). During the Previous Reporting Period, the EPS indicator was substituted in the Policy with adjusted EBITDA (Adjusted EBITDA) – with a view to better reflecting the work done by senior management. The Adjusted EBITDA indicator is subject to such adjustments as may be determined by the Committee from time to time and approved by the Board.

Targets are set to be stretching and motivational. Adjusted EBITDA targets are set taking into account multiple relevant reference points, including internal forecasts, external expectations for the future performance of the Company, and typical performance ranges for these measures at other companies of comparable size in our sector.

As determined by the Board, shares issued under the LTIP are subject to a dilution limit of up to 3% over 10 years.

Malus and clawback

In respect of the STIP and the LTIP, the Committee has the discretion to reduce an award before vesting or require an award-holder to pay back shares or a cash amount in the event of serious financial misstatement of the Company, fraud on the part of the award-holder, any breach of the Company's Code of Conduct by the award-holder, excessive risk-taking, actions/decisions/behaviours that lead to serious reputational damage, corporate failure or in any other similar circumstances deemed appropriate by the Committee. The Committee may seek to claw back shares for a period of up to two years after an award-holder's departure from the Group. The malus and clawback provisions are included in the LTIP terms to which all participating employees have agreed.

Remuneration for the wider workforce

Remuneration for the wider workforce is determined based on principles consistent with those for the remuneration of senior managers and executives. Annual salary reviews take into account Company performance, local pay and market conditions to help ensure that reward within the Group remains competitive. Incentive bonus arrangements are in place for employees below the executive level which are tied to employee performance targets and EBITDA.

Approach to remuneration on recruitment

External appointments

In cases of hiring or appointing an Executive Director from outside the Company, the Committee may make use of all existing components of remuneration set out in the Policy Table, up to the disclosed maximum opportunities (where applicable). As set out in the Policy Table on pages 105 and 106, in normal circumstances the sum of maximum opportunities under the STIP and LTIP is 150% of salary, and in exceptional circumstances, 175% of salary.

When determining the remuneration package for a new Executive Director, the Committee will take into account all relevant factors, based on the circumstances at that time, to ensure that remuneration arrangements serve the best interests of the Company and its shareholders. This may include factors such as the experience and skills of the individual, internal comparisons and relevant market data.

The Committee may also make an award in respect of a new appointment to 'buy-out' incentive arrangements forfeited on leaving a previous employer. Buy-out awards may be over and above the maximum limits on incentive opportunities set out in the Policy Table on pages 105 and 106. In doing so, the Committee will consider all relevant factors, including any performance conditions attached to awards, the likelihood of those conditions being met, and the time over which they would have vested. The intention is that the expected value of any buy-out award would be no higher than the expected value of the awards foregone, and that the structure will replicate (as far as reasonably possible) that of the awards forfeited. The Committee may consider it appropriate to structure buy-out awards differently from the structure described in the Policy Table, exercising its discretion under the LTIP rules to offer awards in other forms (including market value options, restricted shares, forfeitable shares or phantom awards) and the discretion available under UKLA Listing Rule 9.4.2R where necessary, to make a one-off award to an Executive Director in this context.

Internal promotion
Where an Executive Director is appointed by way of internal promotion, the Policy will be consistent with that for external appointees as detailed above (other than in relation to buy-out awards). Any commitments made prior to an individual's promotion will continue to be honoured even if they would not otherwise be consistent with the Policy prevailing when the commitment is fulfilled, although the Company may, where appropriate, seek to revise an individual's existing service contract on promotion to align it with that of the other Executive Directors and good practice.

Disclosure on the remuneration structure of any new Executive Director, including details of any buy-out awards, will be disclosed in the market announcement made at the time of appointment and in the Annual Report on Remuneration for the year in which recruitment occurred.

Non-Executive Directors
In recruiting a new Non-Executive Director, the Remuneration Committee will apply the Policy as set out in the Policy Table on page 102 in this Report. A base fee in line with the prevailing fee schedule would be payable for Board membership, with an additional fee payable for all other duties, including serving on one or more of the Board's Committees.

Executive Director service contracts
In accordance with general market practice, any Executive Director within the UK will have a rolling service contract and a notice period of three months. The duration and notice period of service contracts for senior managers and Executive Directors outside the UK may differ in accordance with applicable law.

Exit payments policy
The Company's policy on termination payments is to consider the circumstances on a case-by-case basis, taking into account the relevant contractual terms in the executive's service contract and the circumstances of termination. All Executive Directors' contracts will provide for the payment of a predetermined sum in the event of termination of employment in certain circumstances (but excluding circumstances where the Company is entitled to dismiss without compensation), comprising base salary, pension allowance and benefits in respect of the unexpired portion of the notice period. Termination payments may take the form of payments in lieu of notice. Payments would normally be made on a phased basis and subject to mitigation.

If the employment is terminated by the Company, the Committee retains the discretion to settle any other amount the Committee considers reasonable to the Executive Director including in settlement of claims, in respect of legal fees incurred in connection with the termination, and fees for any outplacement services and relocation costs.

In addition to contractual provisions, the table below summarises how awards under each discretionary incentive plan are typically treated in specific circumstances, with the final treatment remaining subject to the Committee's discretion as provided under the rules of the plan.

Disclosure in relation to any departing Executive Director, including details of any remuneration payment made to him or her after their employment ceases, will be provided in the relevant year's Directors' Remuneration Report.

Reason for cessation	Calculation of vesting/payment	Timing of vesting/payment
STIP		
Injury, ill-health, disability, death, redundancy, retirement, or other such event as the Committee determines.	The Committee may determine that a bonus is payable on cessation of employment (normally pro-rated for the proportion of the performance year worked). The bonus payable will be determined based on the performance of the Company and of the individual over the relevant period, and the executive's loss of office.	At the usual payment date.
All other reasons (including voluntary resignation).	No bonus will be paid for the financial year.	Not applicable.
LTIP		
Resignation or dismissal for cause.	Awards will lapse, unless the Remuneration Committee determines within 30 days of cessation of employment to treat the individual as a 'good leaver'.	Not applicable.
Death, ill-health or disability.	Personal representatives will be entitled to exercise their LTIP Awards within the 12-month period immediately following their death or the 10th anniversary of the Date of Grant (subject to pro-rating).	Within 12 months following death (or the 10th anniversary of the Date of Grant).
Redundancy, retirement or injury.	The Committee may determine that an LTIP is payable for the proportion of the performance period worked. The LTIP payable will be determined based on the performance of the Company and of the individual over the relevant period, and the executive's loss of office.	At the date of the event.
Change of control.	Any unvested awards will vest immediately subject to being pro-rated for time and subject to any reduction based on the Committee's assessment of whether performance conditions have been satisfied to the date of the event or are likely to be satisfied at the end of the performance period.	At the date of the event.

The treatment of shares subject to deferral or holding periods will be subject to the Remuneration Committee's discretion and will take into account the circumstances at the time, with the normal treatment being that the relevant deferral or holding period continues to apply. In the event of an award-holder's death, any deferral or holding period will no longer be applied.

External appointments held by Executive Directors

Executive Directors may only accept external appointments subject to agreement by the Board. Details of any external appointments and the associated fees received will be included in the Annual Report on Remuneration.

Consideration of wider workforce views

The Committee seeks to promote and maintain good relations with employees as part of its broader employee engagement strategy. It considers pay practices across the Company and is mindful of the salary increases applying across the rest of the business in relevant markets when considering any increases to salaries for senior managers. The Committee does not currently formally consult with employees on its executive Remuneration Policy.

Consideration of shareholder views

The Committee will take into consideration all shareholder views received during the year and at the AGM, as well as guidance from shareholder representative bodies more broadly, in shaping the Company's implementation of its Remuneration Policy, as well as any future changes to the Policy. It is the Committee's intention to consult with major shareholders in advance of making any material changes to remuneration arrangements.

ANNUAL REPORT ON REMUNERATION

This section of the Report provides details of how the Policies were implemented during the Reporting Period.

Committee membership and meeting attendance

During the Reporting Period, the Committee was composed of the following two Non-Executive Directors:
- Jérôme Bayle – Committee Chairman (Independent); and
- Ayşegül Bensel – Committee member.

The current vacancy on the Committee will be filled with an Independent Director in accordance with the Committee's Terms of Reference.

The Committee met formally three times during the Reporting Period. The table on page 96 shows the number of meetings that the individual members of the Committee could have attended, and their actual attendance, during the Reporting Period.

The Remuneration Committee is responsible for assisting the Board in discharging its responsibilities in relation to remuneration, including making recommendations to the Board on the Company's policy on executive remuneration (including setting the over-arching principles, parameters and governance framework of the Remuneration Policy) and determining the individual remuneration and benefits packages of each of the Executive Chairman and any Executive Directors.

Reports from the Chairman of the Committee on its activities and recommendations were included in the regular committee reports presented at meetings of the Board.

Advisers

The Committee has appointed Mercer as independent remuneration adviser, and they report to the Committee Chairman. Mercer is a member of the UK Remuneration Consultants Group and operates voluntarily under the Code of Conduct in relation to executive remuneration consulting.

Mercer does not have any other connection with the Company and is considered to be independent by the Committee. Fees paid to Mercer are determined on a time and materials basis and totalled GBP 9,605 (excluding expenses and VAT) during the Reporting Period in their capacity as advisers to the Committee. Primary support provided during the Reporting Period related to a review of the Committee's 2022 annual report.

Former CEO remuneration

In compliance with reporting requirements under the 2019 Regulations, this Annual Remuneration Report contains disclosure regarding the remuneration of the Company's former CEO Emre Sayın even though he was not a Board member during the Reporting Period or preceding financial reporting periods. Mr. Sayın stepped down and left the Group effective May 2022.

Mr. Sayın's remuneration was determined mainly in accordance with the Policy's sub-policy for future Executive Directors. In accordance with the Policy as set out on pages 108 and 109, the Committee considered the particular circumstances of Mr. Sayın's departure having regard to his salary and other terms of employment, and it was determined that his remuneration should include a lump sum termination payment of USD 393,000 and pro-rated base salary and benefits as detailed in the 'Single total figure of remuneration for former CEO' table and notes below. Also in accordance with the Policy as set out on page 109, his RSU awards under the LTIP lapsed and he was not entitled to any annual bonus under the STIP.

Mr. Sayın was employed by Global Liman pursuant to terms of employment approved by the Committee which were in effect from 1 November 2018. In accordance with Turkish law, he was employed for an indefinite term with provision for termination by either party. Mr. Sayın's terms of employment are available for inspection at the Company's registered office during normal business hours.

Single total figure of remuneration for former CEO (audited)

The table below sets out a single figure for the total remuneration earned by Mr. Sayın for the Reporting Period and the Previous Reporting Period.

	Single figure table (USD '000)[1]	
	Total remuneration for Reporting Period	Total remuneration for Previous Reporting Period
Salary	31[2]	228
Benefits[3]	4	33
Pension[4]	0	13
Other	397.4[6]	26[5]
Total fixed remuneration	432.4	301
Annual Bonus[7]	0	0
Long-term incentives	0	62[8]
Total variable remuneration	0	62
Total	432.4	363

Notes:
1 Mr. Sayın resided in Türkiye and was paid in Turkish Lira in accordance with Turkish law.
2 Mr. Sayin departed in May 2022 and his salary was prorated on a net basis to cover two months of the Reporting Period.
3 Benefits were based upon market rates and included a car allowance, exclusive use of a driver and health insurance.
4 Mandatory pension contributions were made on Mr. Sayın's behalf in accordance with Turkish law.
5 Additional fees from a subsidiary of the Company of USD 26,918.40 during the Previous Reporting Period.
6 Consists of lump sum termination payment of USD 393,000 and additional fees from a subsidiary of the Company of USD 4,346.80 (EUR 4,000 converted at 1 EUR = USD 1.0867 on 31 March 2023).
7 No STIP was paid to (or accrued for) any employees during the Reporting Period or the Previous Reporting Period as eligibility criteria (performance targets and outcomes) were not met.
8 An allocation of 100,000 RSUs was made to Mr. Sayın for 2021, and value is based upon a share price of GBP 1.28 per share on 1 January 2022. The vesting period under the Policy is three years, however Mr. Sayın's RSUs lapsed as a result of him stepping down as CEO and leaving the Group in May 2022.

Annual bonus (STIP)

No STIP was paid to (or accrued for) Mr. Sayın or other employees during the Reporting Period or the Previous Reporting Period as eligibility criteria (performance targets and outcomes) were not met.

Annual % change in remuneration compared with employee remuneration

As Mr. Sayın stepped down as CEO and left the Group in May 2022, the Committee felt it to be appropriate to exclude his annual percentage change in remuneration from this Report. Comparable information for the Executive Chairman-CEO and the Non-Executive Directors is disclosed on page 113.

LTIP awards

RSU awards made to Mr. Sayın under the LTIP prior to the Reporting Period were disclosed in the 2022 Annual Report. Mr. Sayın stepped down as CEO and left the Group in May 2022, at which time no further RSUs had been allocated to him. All of the RSUs allocated to Mr. Sayın lapsed as a result of his departure.

Shareholding

As disclosed in the 2022 Annual Report, Mr. Sayın owned no shares in the Company as at 31 March 2022 or 31 March 2021. Mr. Sayın stepped down as CEO and left the Group in May 2022, and the Committee is not aware of any change in his shareholding in the Company as previously disclosed.

Board member remuneration

Single total figure of remuneration for Executive Chairman-CEO and Non-Executive Directors (audited)

The table below sets out a single figure for the total individual remuneration earned by the Board members (being the Executive Chairman-CEO and the Non-Executive Directors) for the Reporting Period and the Previous Reporting Period. None of the Board members is entitled to participate in the LTIP or the STIP or otherwise to receive share options or retirement benefits from the Company, and accordingly, the Board members receive no variable remuneration.

There was no change to the amount of fees for Board membership during the Reporting Period as set out in the notes to the table below. However, in accordance with the Articles, the Board resolved during the period to award additional remuneration to Executive Chairman-CEO Mehmet Kutman and to Non-Executive Director Ayşegül Bensel. The basis for, and amount of, such remuneration is set out below.

Mehmet Kutman: Mr. Kutman's fee as Executive Chairman was previously increased, with effect from 1 February 2019, from USD 200,000 per annum to USD 420,000 per annum, equivalent to 3.5 times the basic the Non-Executive Director fees. The increase expressly recognised Mr. Kutman's extensive executive involvement in business development for the Group, principally new port acquisition and development projects, and the significant time commitment related thereto. Nevertheless, Mr. Kutman was not responsible for the day-to-day business operations of the Group, which were under the management of the former CEO. In determining the amount of the fee increase, the Committee had regard to the growth of the Group and to the results of independent external market benchmarking – approving a mid-range increase.

As set out in the 2022 ARR, Mr. Kutman's remuneration was reviewed again following his appointment as CEO effective May 2023. Upon recommendation of the Independent Director, the Board agreed that Mr. Kutman's remuneration should include a CEO component of USD 830,000 per annum in addition to his existing fee as Executive Chairman. The additional amount was determined having regard to Mr. Kutman's extensive executive experience, the previous mid-range increase to his fee as Executive Chairman, the significant additional duties, responsibilities and time commitment that the position of CEO entails, and the fact that, unlike the former CEO, Mr. Kutman has no entitlement to STIP or LTIP rewards or to other benefits provided for under the sub-policy for senior management and Executive Directors. Pursuant to the CEO Agreement, Mehmet Kutman is entitled to receive the CEO component commencing 1 May 2022 for an initial term of five years.

Mrs. Bensel: Mrs. Bensel has extensive experience in construction management within the GIH group and, at the request of the Board, she has provided over an extended period of time, and continues to provide, construction management consultancy services in respect of most major port investment projects undertaken by the Group. Upon recommendation of the Independent Director, the Board agreed that Mrs. Bensel's remuneration should include an additional payment of USD 380,000 per annum in addition to her basic fees of USD 120,000 as a Non-Executive Director. The amount was determined having regard to Mrs. Bensel's extensive experience and the significant additional time and travel commitments related to the consultancy services that she provides.

With their agreement, all remuneration payable to the Board members continued to be deferred during and since the Reporting Period in order to prioritise the full restoration of pre-pandemic remuneration for Group employees. Accordingly, at the date of this Report, no remuneration has been paid by the Company to the current Board members since 1 March 2020.

Director	Total remuneration for Reporting Period[1]	Total remuneration for Previous Reporting Period[1]
Mehmet Kutman (Executive Chairman-CEO)	USD 1,228,873.80[2]	USD 561,507.05[3]
Ayşegül Bensel	USD 511,373.77[4]	USD 211,479.84[5]
Jérôme Bayle	USD 120,000[6]	USD 120,000[6]
Ercan Ergül	USD 120,000[7]	USD 120,861.63[7]

Notes:
1 Reflects the gross amount of cash remuneration from the Company and subsidiaries of the Company from 1 April 2022 to 31 March 2023 and 1 April 2021 to 31 March 2022, respectively. Amounts (excluding subsidiary fees) from 1 March 2020 to 31 March 2023 were accrued but not paid during the Reporting Period.
2 Comprises: (i) Executive Chairman fee per annum set at USD 420,000 (USD 35,000 gross per month); (ii) CEO component of USD 760,833.40 (USD 830,000 per annum pro-rated for the period from 1 May 2022 to 31 March 2023); and (iii) additional fees from subsidiaries of the Company of USD 13,040.40 (EUR 12,000 converted at 1 EUR = USD 1.0867 on 31 March 2023) and USD 35,000 (accrued but unpaid).
3 Comprises: (i) Executive Chairman fee per annum set at USD 420,000 (USD 35,000 gross per month); and (ii) the additional fee from subsidiaries of the Company of USD 141,507.05.
4 Comprises: (i) Non-Executive Director fee per annum set at USD 120,000 (USD 10,000 gross per month); (ii) additional remuneration for special consultancy services of USD 348,333.37 (USD 380,000 per annum pro-rated for the period from 1 May 2022 to 31 March 2023); and (iii) additional fees from subsidiaries of the Company of USD 13,040.40 (EUR 12,000 converted at 1 EUR = USD 1.0867 on 31 March 2023) and USD 30,000.
5 Comprises: (i) Non-Executive Director fee per annum set at USD 120,000 (USD 10,000 gross per month); and (ii) the additional fee from subsidiaries of the Company of USD 91,479.84.
6 Comprises: Non-Executive Director fee per annum set at USD 120,000 (USD 10,000 gross per month).
7 Comprises: (i) Non-Executive Director fee per annum set at USD 120,000 (USD 10,000 gross per month); and (ii) the additional fee from a subsidiary of the Company of USD 861.63 for the Previous Reporting Period.

Annual % change in remuneration of the Executive Chairman and the Non-Executive Directors compared with employee remuneration

The table below sets out the annual change in base fees of the Executive Chairman and each Non-Executive Director between 2022 and 2023, 2021 and 2022, 2020 and 2021 and 2019 and 2020 compared with the average annual change in base salary of the Company's employees, calculated on a full-time equivalent (FTE) basis, during the same periods.

Except as set out in the notes to the table below, there was no change to Board member or employee remuneration between 31 December 2022 and 31 March 2023.

	Annual % change in base salary[1,2]			
	2022-23	2021-22	2020-21	2019-20
Mehmet Kutman	0[5]	0	0	0[4]
Ayşegül Bensel	0[6]	0	0	0
Jérôme Bayle	0	0	0	0
Ercan Ergül	0	0	0	0
Company employees (average per FTE)[3]	9.6%	20.55	10.41	5.22

Notes:
1 For each calendar year; amounts earned from the Company only.
2 Directors do not receive annual bonus or taxable benefits, and accordingly, the corresponding columns have been omitted from the table.
3 Average employee remuneration has been calculated by reference to the mean of employee pay except as noted herein. In order to normalize the impact of deferred 2020 salary payments, the figure for 2022-23 has been calculated by dividing total salaries paid by the Group in the year by average personnel in the year.
4 Effective 1 February 2019, in addition to his base fee as Chairman of USD 200,000 – which did not change, Mr. Kutman's remuneration was increased to compensate him for his extensive executive involvement in business development for the Group. Accordingly, his total remuneration increased from USD 200,000 to USD 420,000 per annum (3.5 times the standard USD fee paid to Non-Executive Directors); the increase was pro-rated for 11 months of 2019.
5 Effective 1 May 2022, Mr. Kutman's remuneration was adjusted to include additional pay for CEO responsibilities of USD 830,000 per annum; the increase was pro-rated for 11 months of 2022.
6 Effective 1 May 2022, in addition to her base fees as Non-Executive Director of USD 120,000 – which did not change, Mrs. Bensel's remuneration was adjusted to include additional pay for special consultancy services of USD 380,000 per annum; the increase was pro-rated for 11 months of 2022.

Directors' shareholdings (audited)

The Directors did not own any shares in the Company as at 31 March 2023 as set out in the table below. Accordingly, there was no change from 31 March 2022.

	Shares			Options	
Director	Owned outright or vested	Unvested and not subject to performance	Unvested and subject to performance	Vested but not exercised	Unvested and not subject to performance
Mehmet Kutman	nil	–	–	–	–
Ayşegül Bensel	nil	–	–	–	–
Jérôme Bayle	nil	–	–	–	–
Ercan Nuri Ergül	nil	–	–	–	–

No shares were acquired by the Directors between 31 March 2023 and 30 June 2023, being the latest practicable date prior to publication of this Report. As at 31 March 2023, the Executive Chairman-CEO Mehmet Kutman owned indirectly through GIH approximately 21.4% of the Company. As at 27 June 2023, being the latest practicable date prior to the publication of this Report, Mr. Kutman's indirect ownership through GIH remained approximately 21.4% of the Company.

Relative importance of spend on pay

In light of the unprecedented level of disruption to global trade and the cruise industry created by the Covid-19 pandemic, the Board decided that it was prudent and in the best interests of all of the Company's stakeholders to suspend full-year dividends. Accordingly, shareholders were not asked to declare a final dividend at the AGMs in 2020, 2021 or 2022.

The Board has continued to monitor the situation and, pending the further recovery of Group business in the wake of the pandemic, determined not to declare any interim dividend prior to the Reporting Period-end. Accordingly, total dividend paid during the Reporting Period was nil.

There were no other dividends paid or share buybacks implemented or other significant distributions, payments or other uses of profit or cashflow during the Reporting Period which the Directors consider relevant in assisting an understanding of the relative importance of spend on pay. Total staff costs – disclosed in Note 9 to the financial statements – were USD 18.6 million for the Reporting Period.

	Distributions to shareholders (USD '000)	Total employee pay (USD '000)
Previous Reporting Period	0	14,885
Reporting Period	0	18,577

Payments for loss of office (audited)

No payments for loss of office were made during the Reporting Period, other than as set out under 'Former CEO remuneration' on pages 110 and 111.

Payments to past Directors (audited)

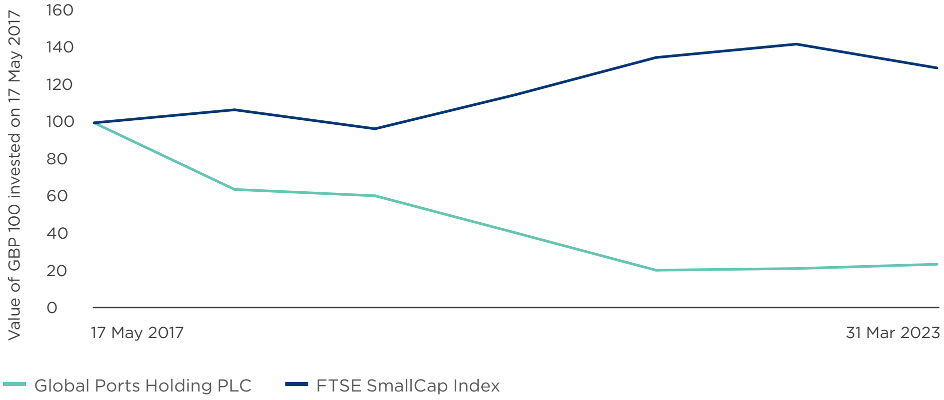
No payments were made to past Board members during the Reporting Period. As set out under 'Former CEO remuneration' on pages 110 and 111, former CEO Emre Sayın received remuneration including a lump sum termination payment of USD 393,000 upon his departure from the Group in May 2022.

TSR performance (unaudited)

Although the Committee does not consider that there is an ideal TSR comparator for the Company, the FTSE SmallCap Index is considered to be the best comparator group. The following chart shows the Company's TSR relative to the FTSE SmallCap Index from Admission to 31 March 2023.

Historical TSR performance (GBP)

Growth in the value of a hypothetical GBP 100 holding from Admission to 31 March 2023.



Source: Refinitiv

TSR captures the change in the value of a shareholding, assuming that dividends are reinvested on the ex-dividend date – special cash dividends are excluded.

UK reporting regulations require the disclosure of a CEO 10 year single figure total remuneration table. However, due to the former CEO stepping down in May 2022 and the unique remuneration structure of the Executive Chairman-CEO, who assumed additional duties as CEO and whose remuneration is not determined in accordance with the Executive Director Remuneration sub-policy, the Committee felt that it would not provide a robust comparison with the remuneration arrangements of the former CEO. On this basis, it was considered unnecessary to include such a comparison.

Implementation of the Executive Chairman Remuneration Policy for 2023-24

At the date of this Report, the Committee has not recommended any change to the Executive Chairman's Board membership fee or the pay for additional CEO responsibilities for the financial year ending 31 March 2024.

On that basis, the Executive Chairman fee will remain at USD 420,000 per annum plus additional pay for CEO responsibilities of USD 830,000 per annum.

Role	Fee (USD '000)
Executive Chairman	420
Additional pay for CEO responsibilities paid to the Executive Chairman	830

Implementation of the Non-Executive Director Remuneration Policy for 2023-24

At the date of this Report, the Board has not recommended any change to Non-Executive Directors' Board membership fees for the financial year ending 31 March 2024. On that basis, the fees payable to the Non-Executive Directors will be as follows:

Role	Board fees[1] (USD '000)
Non-Executive Director	
Basic fee	90
Additional fee	30

Note:
1 Pursuant to the Restated Appointment Letter, Ayşegül Bensel will also be entitled to receive, in addition to her Board membership fees, additional remuneration in the amount of USD 380,000 per annum for special services provided at the request of the Board.

Implementation of the senior management and Executive Director Remuneration Policy for 2023–24

This sub-policy will apply to any new Executive Director who may join the Company during the term of the Policy.

This Directors' Remuneration Report has been approved by the Board and signed on its behalf by:

Jérôme Bernard Jean Auguste Bayle
Chairman of the Remuneration Committee
11 July 2023

DIRECTORS' REPORT

The Directors, being the Directors of Global Ports Holding PLC (registered in England and Wales with Company Number 10629250), present their Report and Accounts for the Reporting Period, including the audited consolidated financial statements of the Company and Group for the Reporting Period (the financial statements). These will be laid before the shareholders at the Company's 2023 Annual General Meeting scheduled to be held on Thursday, 31 August 2023.

Registered office

Effective 13 June 2023, the Company's registered office is at 3rd Floor, 35 Albemarle Street, London W1S 4JD, which it is occupying under a five-year lease. The Company was required to vacate its previous registered office premises at 34 Brook Street, London due to construction works being undertaken by the landlord. Full details of the Company's offices and its auditor and advisers are given at the end of this Report.

Accounting period

The Reporting Period (or Period) is the 12-month period from 1 April 2022 to 31 March 2023. The Previous Reporting Period refers to the 12-month reporting period from 1 April 2021 to 31 March 2022.

Results and dividends

The Group made a loss after tax of USD 10.5 million for the Reporting Period, compared with a loss after tax of USD 44.5 million for the Previous Reporting Period.

Having regard to the financial situation of the Group, shareholders were not asked to declare a final dividend at the AGMs in 2020, 2021 or 2022, and no dividends have subsequently been declared or approved by the Board. The Board continues to monitor the Group's financial position, however shareholders will not be asked to declare a final dividend for the Reporting Period at the 2023 AGM.

The timing and amount of any future dividend payments will depend on the Group's existing and future financial condition, results of operations, capital requirements, liquidity needs and other matters that it may consider relevant from time to time. These may include, without limitation, the ability of subsidiaries to distribute dividends, the Group's capital needs, financial performance and prevailing equity market conditions.

Subsequent events that have occurred after the balance sheet date (as at 31 March 2023) are included in Notes 36 and 50 to the financial statements.

Going concern

The Directors are required to consider the liquidity position of the Group for a period of not less than 12 months from the date of signing the 31 March 2023 consolidated financial statements.

At that date, the Group had cash and cash equivalents of USD 118.2 million and net assets of USD 35.3 million. The Directors have considered a detailed going concern analysis for a period of not less than 12 months from the date of signing the 2023 Annual Report, which shows sufficient liquidity and compliance with relevant debt covenants, taking into account risks and uncertainties regarding future trading. In doing so, the Directors had regard to the positive Group and industry recovery from the pandemic, the Group's continuing active management of its short- and long term financial viability, and other circumstances. See page 87 in the Audit and Risk Committee's report.

The UK left the EU ('Brexit') on 31 January 2020. The EU-UK Trade and Cooperation Agreement, a free trade agreement governing the relationship between the EU and the UK after Brexit, was signed on 30 December 2020 and formally entered into force on 1 May 2021. The Directors have considered the implications of Brexit for the Company and the Group, having regard in particular to the ports that are located and operated by subsidiaries in EU countries. Although the full impact of Brexit may not be known for some time, the Directors do not consider that its implementation has had any materially adverse impact on the operations of the Company or the Group to date.

As set out on pages 87 and 88 in its report, the Audit and Risk Committee has closely considered senior management's financial reports. Having regard to the Audit and Risk Committee report and to the considerations set out above, the Directors have, at the time of approving the financial statements, a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. They, therefore, continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

Strategic report and Management report

Details of the Group's strategy and business model during the Period, and the information that fulfils the requirements of the Strategic report, can be found on pages 2 to 69 of this document, which is deemed to form part of this Directors' report by reference. Without limitation, actions of the Directors during the Reporting Period to engage with Group employees and with its suppliers, customers and others with whom it maintains business relationships are set out on pages 67 to 69 of this document.

This Directors' report, together with the Strategic report referred to above, form the Management report for the purposes of DTR 4.1.5 R.

Change of control

Under the Financing, the loan agreement and other agreements contain customary financial and non-financial covenants and change of control clauses regarding maintaining ownership of the Company and ownership at GIH above a certain threshold. Change of control is also one of the events following the occurrence of which Warrants issued in connection with the Financing will become exercisable. Any unvested awards under the LTIP (the Company's share-based long-term incentive plan) also will vest immediately on a change of control as set out on page 109 in the Remuneration Committee report (Remuneration report).

The Company is not otherwise party to any significant agreements that take effect, alter or terminate in the event of a change of control of the Company. In addition, there are no agreements with the Company and its employees or Directors for compensation for loss of office or employment that occurs because of a takeover bid.

Corporate governance

The Company's Corporate Governance report (Governance report) is set out on pages 70 to 85 of this document and is deemed to form part of this Directors' report by reference.

As set out on page 73 of the Governance report, the Company is not required to adopt the 'comply or explain' regime of the UK Corporate Governance Code. However, the matters set out in Section 172 of the Companies Act 2006 are integral to the Board's decision-making, and engagement with the Company's varied stakeholders is considered vital to the Group's success, as set out on page 73 of the Governance report and pages 56 to 59 of the Strategic report.

Directors

The names and biographical details of Directors who served on the Board throughout the Reporting Period (and continue to do so at the date of this Directors' report) are given in the Board of Directors section on pages 74 and 75 in the Governance report. There were no retirements or other departures from the Board during the Reporting Period.

None of the Directors has any direct ownership of ordinary shares of the Company (ordinary shares). The beneficial interest of the Executive Chairman-CEO in ordinary shares is set out on page 85 in the Governance report and page 113 in the Remuneration report.

Under the current Remuneration Policy, the Executive Chairman-CEO and the current Directors are not eligible to join the Company's incentive cash or share schemes or to participate in any of the Company's other benefit arrangements. Accordingly, there are no outstanding awards over ordinary shares in favour of the Directors (or any members of their families).

None of the Directors has a material interest in any contract with the Company or any of its subsidiary undertakings.

Share capital
The issued share capital of the Company is shown in Notes 21a) and 45 to the financial statements. As at 7 July 2023, there are 62,826,963 ordinary shares of one pence (GBP 0.01) each which have been issued, are fully paid up and are quoted on the London Stock Exchange. Ordinary shares entitle holders: (i) to one vote on a show of hands and one vote per share on a poll; (ii) to share in dividends according to the amount paid up on shares held; and (iii) to rights under general law to participate in any surplus assets on winding up in proportion to their shareholding. Ordinary shares are not redeemable other than pursuant to Chapter 5 of Part 18 of the Companies Act 2006.

At the date of this Annual Report, the Company has also issued, on a non-pre-emptive basis in connection with the Financing, Warrants to subscribe for 7,752,134 ordinary shares. Additional Warrants will be issued pro rata to any further utilisation of Facility B under the Financing, as and when it occurs, and upon the occurrence of specified adjustment events.

There are no special control rights in relation to the Company's shares and the Company is not aware of any agreements between holders of securities that may result in restrictions on the transfer of securities or on voting rights.

Major interests in share capital
Notifications of shareholdings of 3% and over received by the Company up to the Reporting Period-end are set out on page 84 in the Governance report.

Political donations
No political donations were made, and no political expenditure was incurred, during the Reporting Period.

Employee involvement and consultation
The Company places considerable value on the involvement of Group employees in the business; it regards regular communication and consultation as essential for motivating people and developing a culture of learning and initiative within the organisation. The Company endeavours to inform and obtain feedback from employees on a continuing basis, through formal and informal meetings and other internal communication channels. This dialogue relates to matters that directly affect them as employees, as well as considerations concerning the performance of the Company more widely. The Board has also resolved that the Directors should meet annually with port managers and other senior managers to obtain their feedback on the Group's organisational structure, the Company's approach to remuneration and other matters. Those meetings were postponed during and in the immediate aftermath of the Covid-19 pandemic, but are resuming.

A comprehensive Whistleblowing Policy also was adopted during the Previous Reporting Period, with a view to facilitating and encouraging reports of wrongdoing and protecting whistle blowers, while ensuring that allegations are properly substantiated.

Incentive plans
In accordance with the Remuneration Policy approved by its shareholders, the Company has implemented the STIP and the LTIP for Group employees and senior management, in order to more closely align employee targets and company strategy in the short- and long-term, thereby increasing shareholder value. Details of the STIP and LTIP are set out on pages 105 to 109 in the Remuneration report.

Discrimination and disability
The Board and executive management strive to ensure that employees are protected from discrimination within the Group. All decisions regarding employment processes, including recruitment, promotions, transfers, training, dismissal and working conditions, are based on consistent selection criteria. Employees or staff authorised to make such decisions are expected to act without prejudice or bias regarding employee disabilities. The Board regards it as essential that evaluating and assessing employees on their knowledge and skills is made on the basis of objective, rather than subjective, criteria. In the event of an employee becoming disabled, every effort is made to ensure that their employment with the Group continues in a capacity that accommodates their needs.

Modern Slavery and Human Trafficking statement

The Directors, on behalf of the Group as a whole, recognise and condemn slavery, servitude, forced labour and human trafficking (modern slavery) as abhorrent infringements of human rights. Since February 2018, a Modern Slavery and Human Trafficking Statement has been in place that sets out the Company's commitment to preventing modern slavery in the Group's business and supply chains, and the steps taken towards that end. The Statement, which has been updated and approved by the Board in respect of the Reporting Period, can be found on our website at www.globalportsholding.com under Investors – Governance – Policies – Modern Slavery Statement.

Data protection

The Company has a comprehensive Data Protection Policy, that entrenches the Group's commitment to local, international and cross-border compliance with data protection laws and regulations, including, but not limited to, the General Data Protection Regulation 2016/679 and the Turkish Personal Data Protection Law no. 6698.

Environmental responsibility

The Company is committed to responsible business and works towards embedding sustainability into the core of its business strategy. The Company is aware of the environmental risks inherent within the business and is committed to managing and reducing the environmental footprint caused by its activities.

Natural resources, water and energy consumption, emissions, dredging and impacts on marine ecosystems due to noise and vibration are the Company's material sustainability issues. The Company has adopted a proactive environmental strategy for environmental risks, including air and water pollution, risks arising from the handling of hazardous waste and effluents, and natural disasters. The Company responds to these impacts and risks in a systematic and proactive manner in line with its environmental management systems.

The Company conducts business in line with laws and regulations where the Group operates, international environmental standards and the Company's Environmental Policy and HSE Manual.

The HSE Manual is very closely aligned to ISO standards and, where possible and practical, the Group seeks to achieve relevant ISO certifications for its ports. EcoPorts has been adopted as a further guiding factor on the ports' environmental management, and the Group also focuses on facilitating, where possible, the cruise industry's environmental targets. Detailed information about the Group's environmental initiatives is set out on pages 62 to 66 in the Strategic report.

A number of the Company's ports are certified to the ISO 14001 Environmental Management System and/or have GreenPort or EcoPorts certifications.

As a first step towards heightening its focus on sustainability, the Company has appointed independent sustainability consultants and created a sustainability working group from across the organisation with a mandate to undertake an informed climate risk assessment. The sustainability working group will also work with internal stakeholders to integrate climate-related reporting and risks into management and Board decision-making, including the risk register. Management is also mindful of the need to implement TCFD requirements by next year's Annual Report. See page 18 in the Risk report.

Greenhouse gas (GHG) emissions

The Company is aware of the risks that climate change poses to its operations and regards contributing to global efforts to tackle climate change as being among its primary environmental responsibilities. To reduce its impact on climate change, the Company tracks its energy consumption and GHG emissions, invests in energy efficiency and renewable energy sources, deploys low, or zero, emission vehicles and raises awareness among its employees and other stakeholders.

The Company is required to disclose GHG emissions information pursuant to the Companies Act 2006 (Strategic report and Directors' report) Regulations 2013. An independent external consulting company has performed calculations on the GHG emissions data covering both Scope 1 and Scope 2 emissions. These calculations adhere to the GHG Protocol control approach and utilize emission factors from IPCC 2006 emission factors, AR5 GWP values, Ecoinvent v3, IRENA manual and local fuel data sources whenever available. The electricity-related emission factor data obtained from Ecoinvent v3 was calculated for GWP100 for IPCC 2021 method.

As stated in the table below, during the Reporting Period (1 April 2022 to 31 March 2023), the Group's Scope 1 and 2 emissions location-based totalled 6,019.6 tonnes CO_2e, compared with 7,877.0 tonnes CO_2e, 3,860.9 tonnes CO_2e, 5,386.8 tonnes CO_2e and 4,555.5 tonnes CO_2e during the 2019 and 2020 calendar years, the transitional reporting period between 1 January 2020 and 31 March 2021, and the Previous Reporting Period, respectively.

	In tonnes CO_2e				
	2019	**2020**	**Previous Reporting Period (1 January 2020 – 31 March 2021)**	**Previous Reporting Period**	**Reporting Period**
Scope 1	**2,514.2**	**1,318.2**	**2,185.6**	**1,756.6**	**1,054.3**
Scope 2 Location-based	**5,362.8**	**2,542.6**	**3,201.2**	**2,798.9**	**4,965.3**
Scope 1 and 2 total Location-based	**7,877.0**	**3,860.9**	**5,386.8**	**4,555.5**	**6,019.6**
Carbon intensity					
Per full-time equivalent employee	**12.32**	**9.49**	**13.27**	**8.55**	**10.69**
Per sqm facility area	**0.0085**	**0.0168**	**0.0234**	**0.0045**	**0.0192**

Notes:
1 Market specific EF data, in compliance with the GHG Scope 2 Guideline, is not available. Market-based emissions are reported as the same as location-based emissions. Ecoinvent v3, IRENA manual and local fuel data sources have been used for calculations.
2 Organisational boundary has been set according to the operational boundary approach. All of the Company's ports are fully covered, except for Lisbon (in respect of which 50% of emissions are covered), Singapore, Venice and Ha Long.

Financial risk management
The financial risk management objectives and policies of the Company are detailed in Note 35 to the financial statements and in the Risk Management Framework on pages 30 to 39 of this document.

Acquisition of own shares
There were no acquisitions by the Company of its own shares during the Reporting Period.

Articles of Association
Unless expressly specified to the contrary therein, the Articles may be amended by a special resolution of the Company's shareholders.

Appointment and replacement of Directors
The Articles provide that Directors can be appointed by the Company by ordinary resolution or by the Board. The Nomination Committee makes recommendations to the Board on the appointment and replacement of Directors. Further details of the rules governing the appointment and replacement of Directors are set out on page 79 in the Governance report, page 94 in the Nomination Committee report and in the Articles.

Directors' indemnity and insurance
Details of the Directors' indemnity and insurance from the Company are set out on page 80 in the Governance report.

Powers of the Directors
Subject to the Articles, UK legislation and any directions given by special resolution, the business and affairs of the Company are managed by the Board, which may exercise all the powers of the Company whether relating to the management of the business or not. The Directors currently have powers both in relation to the issuing and buying back of the Company's shares and will seek renewal of these powers, as updated in accordance with investor association guidelines, at the 2023 AGM.

Disclosure of information to auditors

The Directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each Director has taken all the steps that he/she ought to have taken as a Director to make himself/herself aware of any relevant audit information, and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

A resolution to reappoint PKF Littlejohn LLP will be proposed at the 2023 AGM in accordance with Section 489 of the Companies Act 2006.

2023 AGM

The 2023 AGM is scheduled to be held at the Company's registered office at 3rd Floor, 35 Albemarle Street, London W1S 4JD on Thursday, 31 August 2023 at 11.00am BST.

The resolutions to be proposed at the 2023 AGM are set out and fully explained in the circular containing the AGM Notice (AGM Notice Circular) which will be posted, together with the proxy form for the 2023 AGM and this Annual Report, on our website at www.globalportsholding.com under Investors – News & Events – General Meetings. These will be made available to shareholders electronically or, if they have expressed a preference otherwise, sent to them in hard copy.

As at the date of this Annual Report, the Board intends that the 2023 AGM will be open to shareholders and their appointed proxies who choose to attend it in person. However, should it become necessary or appropriate for any reason to postpone, to move and/or to make alternative arrangements for holding the 2023 AGM, shareholders will be given as much notice as possible and further information will be made available at www.globalportsholding.com. Shareholders are reminded that proxy voting is available for the 2023 AGM and are encouraged to complete and return proxy forms as early as possible. Further details will be set out in the AGM Notice Circular.

Recommendation

The Board considers that all of the resolutions to be considered at the 2023 AGM are in the best interests of the Company and its shareholders as a whole, and unanimously recommends that you vote in favour of all of the proposed resolutions, as the Directors intend to do in relation to their own beneficial shareholdings.

By order of the Board,

Ercan Nuri Ergül
Director
11 July 2023

Statement of Directors' responsibilities

Statement of Directors' responsibilities in respect of the Annual Report and the financial statements
The Directors are responsible for preparing the Annual Report and the Group and Parent Company financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and Parent Company financial statements for each financial year. Under that law, they are required to prepare the Group financial statements in accordance with UK-adopted international accounting standards and applicable law and have elected to prepare the Parent Company financial statements in accordance with UK accounting standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Parent Company and of their profit or loss for that period. In preparing each of the Group and Parent Company financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant, reliable and prudent;
- for the Group financial statements, state whether they have been prepared in accordance with UK-adopted international accounting standards;
- for the Parent Company financial statements, state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the Parent Company financial statements;
- assess the Group and Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the Parent Company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a Strategic Report, Directors' Report, Directors' Remuneration Report and Corporate Governance Statement that complies with that law and those regulations.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Responsibility statement of the Directors in respect of the annual financial report
We confirm that, to the best of our knowledge,

- the financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole; and
- the strategic report includes a fair review of the development and performance of the business and the position of the issuer and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

We consider the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable, and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy.

Ayşegül Bensel

Ayşegül Bensel
Vice Chairperson
11 July 2023

Independent auditor's report
to the members of Global Ports Holding PLC

Opinion

We have audited the financial statements of Global Ports Holding Plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 March 2023 which comprise the Consolidated Statement of Profit or Loss and Other Comprehensive Income, the Consolidated Statement of Financial Position and Parent Company Balance Sheet, the Consolidated and Parent Company Statements of Changes in Equity, the Consolidated Cash Flow Statement and Consolidated and Parent Company Notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and UK-adopted international accounting standards. The financial reporting framework that has been applied in the preparation of the Parent Company financial statements is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 March 2023 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the group's and parent company's ability to continue to adopt the going concern basis of accounting included:

- Reviewing the cashflow forecast and budgets for the period to 31 July 2024 and the corresponding key assumptions used. This included but was not limited to consideration of the following: financing arrangements and related cashflows including repayment of loans, planned expansion, key cost assumptions and projection of the number of passengers;
- Assessing and challenging the key assumptions in the underlying cashflow forecasts, including performing a sensitivity analysis on plausible changes to the cashflow forecasts;
- Discussions with management regarding future plans and funding to support the operations of the group and parent company; and
- Reviewing management's going concern paper and ensuring the underlying key assumptions are congruent to the cashflow forecast provided, including testing the mathematical accuracy and appropriateness of the model used to prepare the cashflows and agreeing the cashflows to supporting documentation.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's or parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Our application of materiality

Materiality for the group financial statements as a whole was set at USD 0.88 million (2022: USD 0.8 million). This was calculated based upon 0.75% of group revenue, net of service concession arrangement revenue (2022: 0.75% of the average of the group revenue of the past three years). We consider group revenue to be the most appropriate benchmark as it provides a more stable measure year on year than profit before tax. For the year ended 31 March 2023 audit, we have excluded the service concession arrangement revenue given that this revenue is an accounting adjustment rather than actual revenue generated from the operations of the group. In the prior year, materiality was set at an average of the past three years revenue to normalise the impact of Covid-19 on the previous financial periods. Performance materiality of USD 0.44 million (2022: USD 0.4 million) was set at 50% (2022: 50%) of materiality due to the assessed risk and our accumulated knowledge of the group.

Materiality for the parent company financial statements as a whole was set at USD 0.8 million (2022: USD 0.75 million). This was calculated based upon 0.4% of the parent company's gross assets (2022: 0.4% of gross assets). Performance materiality was set at USD 0.4 million (2022: USD 0.38 million) again based on 50% of materiality (2022: 50%) for the same reasons as for the group.

We use performance materiality to reduce to an appropriately low level, the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes.

We agreed to report to the audit committee any corrected or uncorrected identified misstatements exceeding USD 0.044 million (2022: USD 0.04 million) for the group and USD 0.04 million (2022: 0.0375 million) for the parent company, in addition to other identified misstatements that warranted reporting on qualitative controls.

Our approach to the audit

In designing our audit approach, we determined materiality and assessed the risk of material misstatement in the financial statements. In particular, we assessed the areas requiring the board and management to make subjective judgements, for example in respect of significant accounting estimates including the carrying value of intangible assets, goodwill, revenue recognition and management override of controls.

We performed an audit on the financial information of the group's seventeen (2022: twelve) material operating segments which were located in the United Kingdom (UK), Turkey, Malta, the Bahamas, Spain, Italy, Montenegro, and Antigua and Barbuda. Eleven out of the seventeen segments (2022: eleven out of the twelve components) were assigned as full scope audits and these were fully audited by component auditors. The remaining six segments (2022: one) were assigned as specific scope audits and were audited by component auditors carrying out specific procedures issued by the group audit team. There are a number of other components within the group which were not assessed as material or significant components. Consequently, the audit work performed on these components consisted of testing specific balances and analytical procedures at group level.

As the group audit team, we instructed the component auditors as to the significant risk audit areas to be covered and the required information to be submitted to us. We visited seven locations being UK, Turkey, Italy, Malta, Montenegro, Antigua and the Bahamas (2022: Five locations being UK, Turkey, Spain, Malta and the Bahamas), to assess the audit risk and strategy and perform reviews of the component auditors' audit files. In addition, remote meetings were held in order to review the audit working papers of segments situated in Spain, which was visited by us in 2022. At these visits and meetings, the findings reported to us were discussed in detail, and any further work required by the us was subsequently performed by the component auditors. Discussions were held at all stages of the process with component auditors in all locations and appropriate reporting appendices were received and reviewed in accordance with our instructions.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our scope addressed this matter
Revenue recognition (Note 3(d), Note 3(s) and Note 6)	
Under ISA (UK) 240 there is a rebuttable presumption that revenue recognition is a fraud risk. The group trades as an independent cruise port operator through an international network of cruise ports, together with one operating commercial port. Revenues from the cruise business segment comprise core port services (landing fees, security fees and luggage handling fees) and ancillary services (vessel and port services, shore-side services and terminal management). Revenues from the commercial business segment comprise handling containers and cargo for export and import. Revenue generating activities are governed by the terms of the concession agreements, including related licenses and permits. Revenue from these segments is recognised both over time and at a point in time under IFRS 15 Revenue from Contracts with Customers. The Group also recognises construction revenue, currently in respect of Nassau Cruise Port, for service concession arrangements under IFRIC 12. In the future this may also include San Juan Cruise Port and the Canary Islands Cruise Ports; however revenue is not expected to be material in these jurisdictions for Fiscal Year ('FY') 23. These revenues are recognised over time based on percentage completion of construction. The margin recognised on construction revenue involves judgement and estimation by management, including benchmarking to similar infrastructure projects. There is a risk that revenue is materially misstated due to incorrect application of IFRS 15 and IFRIC 12 and not calculated in accordance with the terms of the underlying customer contracts.	Our work in this area included the following: • Assessing the group's revenue recognition policy for compliance with IFRS 15 and IFRIC 12; • Reviewing the key contractual terms applicable to significant revenue streams in place at the ports; • Documenting, for each location, our understanding of the systems and internal controls surrounding revenue recognition in conjunction with reviewing the work performed by component auditors in this respect; • Performing walkthrough tests on all material revenue cycles in conjunction with reviewing the work performed by component auditors in this respect; • Undertaking substantive transactional testing of material revenue streams and reviewing the substantive testing and tests of controls performed by the component auditors as applicable; • Reviewing and documenting the analytical procedures performed by the component auditors and assessing the reasonableness of key movements including consideration of Key Performance Indicators such as passenger numbers and cargo volumes; and • Reviewing the work of the component auditors surrounding the cut-off testing and completeness testing performed on significant components, including accrued income balances, taking into consideration the seasonality of operations by port and our understanding of the systems and controls. Based on the audit procedures performed we are satisfied that revenue has been appropriately recognised in the financial statements.

Key Audit Matter	How our scope addressed this matter
Recoverability of intangible assets and right-of-use assets (Note 3(o), 13, and 14)	
The group carries on its balance sheet material intangible assets in respect of port operation rights and acquired intangible assets, including goodwill, from business combinations. Goodwill is not amortised but is tested at least annually for impairment via value in use models. Port operation rights and other intangible assets are amortised over their expected useful economic life and subject to impairment reviews where there are indicators of impairment. The carrying value of right-of-use assets will, where applicable, be included in the impairment assessment. Impairment assessments and value in use calculations are subject to significant judgement and estimation around key inputs such as the number of cruise calls, passenger volumes, container volumes and risk adjusted discount rates. The same value in use calculations will also be used to assess the carrying value of investments in subsidiaries and associates, including intra-group receivables, in the individual financial statements of the parent company. There is a risk that the carrying values exceed their recoverable values through non-recognition of impairment losses.	Our work in this area included the following: • Obtaining the group's value in use calculations for goodwill (in accordance with IAS 36) and testing and challenging the reasonableness of key assumptions to external and internal data, including budgets, cash flow forecasts and discount rates; • Obtaining and reviewing the group's impairment memo to determine the appropriateness of non-preparation of value in use calculations for intangible assets and right of use assets due to absence of impairment indicator; • Involving our valuation specialists to determine the reasonableness and benchmarking of the incorporated debt to equity ratio and beta used in the value in use impairment model for goodwill; • Evaluating the reasonableness of cash flows and projections in the model through comparison to actual and prior period performance for goodwill; • Evaluating the 2023 forecast of number of passengers over the actual number of passengers for FY 23 and assessing the ability of the group in meeting its budget whilst evaluating the accuracy of forecasts; • Reviewing the respective work of the component auditors over the valuation of the underlying intangible assets, goodwill and right-of-use assets; • Verifying the integrity of the data and mathematical accuracy of the supporting calculations for goodwill; • Performing sensitivity analysis on key assumptions to ascertain the impact of possible changes which would eliminate the headroom over carrying value for goodwill; • Evaluating management's assessment of expected useful economic lives; • Testing the allocation of revenues, expenses, assets and liabilities to cash generating units; and • Considering whether any other indicators of impairment are present under IAS 36 having reference to internal and external factors (i.e. market condition, forecasted FY 24 volume of passengers and capital expenditure) Based on the audit procedures performed we have not identified any material unrecognised impairment losses in respect of intangible assets, goodwill or right of use assets as at 31 March 2023.

Other information
The other information comprises the information included in the annual report and accounts, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report and accounts. Our opinion on the group and parent company financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006
In our opinion the part of the Remuneration Committee report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion, based on the work undertaken in the course of the audit:
- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception
In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:
- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements and the part of the Remuneration Committee report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors
As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the group and parent company financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the group and parent company financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We obtained an understanding of the group and parent company and the sector in which they operate to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through discussions with management, industry research, and reviewing confirmations received from local legal advisers;
- We obtained an understanding and evaluated the design and implementation of controls that address fraud risks of the group and parent company through reviewing the work of the component auditors and performing our own assessment;
- We determined the principal laws and regulations relevant to the group and parent company in this regard to be those arising from the Companies Act 2006; UK tax legislation; local laws and tax legislation in the relevant locations; Employment Law; Anti-Bribery and Money Laundering Regulations; Disclosure and Transparency Rules; relevant environmental and health and safety legislation in the relevant locations having commercial activities; compliance with contractual terms under port concession agreements; and General Data Protection Regulation.
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the group and parent company with those laws and regulations. These procedures included, but were not limited to:
  - Enquiring of management regarding potential non-compliance;
  - Reviewing of legal and professional fees to understand the nature of the costs and the existence of any non-compliance with laws and regulations;
  - Reviewing of minutes of meetings of those charged with governance and Regulatory News Service announcements;
  - Reviewing of accounting ledgers for any unusual journal entries which may indicate non-compliance;
  - Reviewing the work of the component auditors for any unusual journal entries which may indicate non-compliance;
  - Discussing with the group's Head of Legal Affairs regarding on-going cases, any pending lawsuits, recent investigations and any significant provisions recognised in the financial statements;
  - Discussing with the component auditors regarding any non-compliance with laws and regulations that they were aware of when the audit was conducted;
  - Reviewing of the work of the component auditors in assessing compliance on laws and regulations of the component entities;
  - Discussing with the internal audit department on matters related to internal control risks, weaknesses and business risks of the group; and
  - Review of Audit Committee and Remuneration Committee minutes.
- We also identified the risks of material misstatement of the financial statements due to fraud. We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, that the potential for management bias was identified in relation to revenue recognition and recoverability of the intangible assets and right of use assets as described in the Key Audit Matters section above.
- As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals; reviewing accounting estimates for evidence of bias; evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business; and reviewing bank statements during the period to identify any large and unusual transactions where the business rationale is not clear.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Other matters which we are required to address

We were appointed by Board of Directors of Global Ports Holding Plc on 14 March 2022 to audit the financial statements for the period ending 31 March 2022 and subsequent financial periods. Our total uninterrupted period of engagement is 2 years, covering the periods ending 31 March 2022 to 31 March 2023.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the group and the parent company and we remain independent of the group and the parent company in conducting our audit.

Our audit opinion is consistent with the additional report to the audit committee.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone, other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Timothy Herbert (Senior Statutory Auditor)
For and on behalf of PKF Littlejohn LLP, Statutory Auditor
15 Westferry Circus
Canary Wharf
London E14 4HD

11 July 2023

Consolidated statement of profit or loss and other comprehensive income
Years ended 31 March 2023 and 31 March 2022

	Note	**Year ended 31 March 2023 (USD '000)**	Year ended 31 March 2022 (USD '000)
Revenue	6	**213,596**	128,410
Cost of sales	7	**(149,881)**	(131,326)
Gross profit/(loss)		**63,715**	(2,916)
Other income	10	**2,606**	5,169
Selling and marketing expenses		**(3,368)**	(2,530)
Administrative expenses	8	**(18,862)**	(16,762)
Other expenses	10	**(15,864)**	(12,645)
Operating profit/(loss)		**28,227**	(29,684)
Finance income	11	**5,676**	25,071
Finance costs	11	**(47,718)**	(36,897)
Net finance costs		**(42,042)**	(11,826)
Share of profit/(loss) of equity-accounted investees	15	**4,274**	(2,425)
Loss before tax		**(9,541)**	(43,935)
Tax expense	16	**(1,008)**	(605)
Loss for the year		**(10,549)**	(44,540)
Loss for the year attributable to:			
Owners of the Company		**(24,998)**	(35,992)
Non-controlling interests		**14,449**	(8,548)
		(10,549)	(44,540)

	Note	**Year ended 31 March 2023 (USD '000)**	Year ended 31 March 2022 (USD '000)
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of defined benefit liability	26	**(116)**	(65)
Income tax relating to items that will not be reclassified subsequently to profit or loss	16, 26	**23**	16
		(93)	(49)
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation differences		**(4,634)**	(15,460)
Cash flow hedges – effective portion of changes in fair value		**142**	253
Cash flow hedges – realized amounts transferred to income statement		**(113)**	(170)
Equity accounted investees – share of OCI		**88**	(667)
Losses on a hedge of a net investment		**–**	(793)
		(4,517)	(16,837)
Other comprehensive (loss)/income for the year, net of income tax		**(4,610)**	(16,886)
Total comprehensive loss for the year		**(15,159)**	(61,426)
Total comprehensive loss attributable to:			
Owners of the Company		**(28,336)**	(49,735)
Non-controlling interests		**13,177**	(11,691)
		(15,159)	(61,426)
Basic and diluted earnings/(loss) per share (cents per share)	28	**(39.8)**	(57.3)

The notes on pages 135 to 222 are an integral part of these financial statements.

Consolidated statement of financial position
As at 31 March 2023 and 31 March 2022

	Note	**As at 31 March 2023 (USD '000)**	As at 31 March 2022 (USD '000)
Non-current assets			
Property and equipment	12	**116,180**	121,411
Intangible assets	13	**509,023**	410,971
Right of use assets	30	**77,408**	83,461
Investment property	31	**1,944**	2,038
Goodwill	14	**13,483**	13,483
Equity-accounted investments	15	**17,828**	14,073
Due from related parties	33	**9,553**	8,846
Deferred tax assets	16	**3,902**	6,604
Other non-current assets	18	**2,791**	2,375
		752,112	663,262
Current assets			
Trade and other receivables	17	**23,650**	21,148
Due from related parties	33	**335**	1,061
Other investments		**65**	55
Other current assets	18	**4,650**	25,406
Inventories	19	**964**	938
Prepaid taxes		**623**	314
Cash and cash equivalents	20	**118,201**	99,687
		148,488	148,609
Total assets		**900,600**	811,871
Current liabilities			
Loans and borrowings	23	**66,488**	60,734
Other financial liabilities	34	**1,639**	754
Trade and other payables	24	**42,115**	37,888
Due to related parties	33	**4,907**	486
Current tax liabilities	16	**809**	377
Provisions	27	**13,740**	9,483
		129,698	109,722
Non-current liabilities			
Loans and borrowings	23	**605,954**	537,854
Other financial liabilities	34	**53,793**	50,316
Trade and other payables	24	**1,223**	1,640
Due to related parties	33	**24,923**	3,000
Deferred tax liabilities	16	**40,148**	44,498
Provisions	27	**9,161**	13,997
Employee benefits	26	**448**	346
Derivative financial liabilities	34	**(45)**	101
		735,605	651,752
Total liabilities		**865,303**	761,474
Net assets		**35,297**	50,397
Equity			
Share capital	21	**811**	811
Legal reserves	21	**6,014**	6,014
Share based payment reserves	25	**426**	367
Hedging reserves	21	**(43,211)**	(43,328)
Translation reserves	21	**43,100**	46,462
Retained earnings		**(73,283)**	(48,192)
Equity attributable to equity holders of the Company		**(66,143)**	(37,866)
Non-controlling interests	22	**101,440**	88,263
Total equity		**35,297**	50,397

These financial statements were approved by the board of directors on 7 July 2023 and were signed on its behalf by:

Ercan Nuri Ergül
Board Member
Company registered number: 10629250

The notes on pages 135 to 222 are an integral part of these financial statements.

Consolidated statement of changes in equity
For year ended 31 March 2023

(USD '000)	Notes	Share capital	Legal reserves	Share based payment reserves	Hedging reserves	Translation reserves	Retained earnings	Total	Non-controlling interests	Total equity
Balance at 31 March 2022		**811**	**6,014**	**367**	**(43,328)**	**46,462**	**(48,192)**	**(37,866)**	**88,263**	**50,397**
(Loss)/income for the period		**–**	**–**	**–**	**–**	**–**	**(24,998)**	**(24,998)**	**14,449**	**(10,549)**
Other comprehensive (loss)/income for the period		**–**	**–**	**–**	**117**	**(3,362)**	**(93)**	**(3,338)**	**(1,272)**	**(4,610)**
Total comprehensive (loss)/income for the period		**–**	**–**	**–**	**117**	**(3,362)**	**(25,091)**	**(28,336)**	**13,177**	**(15,159)**
Transactions with owners of the Company										
Contribution and distributions										
Equity settled share-based payment expenses	25	**–**	**–**	**59**	**–**	**–**	**–**	**59**	**–**	**59**
Total contributions and distributions		**–**	**–**	**59**	**–**	**–**	**–**	**59**	**–**	**59**
Total transactions with owners of the Company		**–**	**–**	**59**	**–**	**–**	**–**	**59**	**–**	**59**
Balance at 31 March 2023		**811**	**6,014**	**426**	**(43,211)**	**43,100**	**(73,283)**	**(66,143)**	**101,440**	**35,297**

The notes on pages 135 to 222 are an integral part of these financial statements.

Consolidated statement of changes in equity (continued)
For the year ended 31 March 2022

(USD '000)	Notes	Share capital	Legal reserves	Share based payment reserves	Hedging reserves	Translation reserves	Retained earnings	Total	Non-controlling interests	Total equity
Balance at 31 March 2021		811	6,014	239	(41,951)	58,779	(12,151)	11,741	74,822	86,563
(Loss)/income for the period		–	–	–	–	–	(35,992)	(35,992)	(8,548)	(44,540)
Other comprehensive (loss)/income for the period		–	–	–	(1,377)	(12,317)	(49)	(13,743)	(3,143)	(16,886)
Total comprehensive (loss)/income for the period		–	–	–	(1,377)	(12,317)	(36,041)	(49,735)	(11,691)	(61,426)
Transactions with owners of the Company										
Contribution and distributions										
Equity settled share-based payment expenses	25	–	–	128	–	–	–	128	–	128
Total contributions and distributions		–	–	128	–	–	–	128	–	128
Changes in ownership interest										
Equity injection		–	–	–	–	–	–	–	25,132	25,132
Total changes in ownership interest		–	–	–	–	–	–	–	25,132	25,132
Total transactions with owners of the Company		–	–	128	–	–	–	128	25,132	25,260
Balance at 31 March 2022		811	6,014	367	(43,328)	46,462	(48,192)	(37,866)	88,263	50,397

The notes on pages 135 to 222 are an integral part of these financial statements.

Consolidated cash flow statement
For years ended 31 March 2023 and 31 March 2022

	Note	Year ended 31 March 2023 (USD '000)	Year ended 31 March 2022 (USD '000)
Cash flows from operating activities			
Loss for the year		**(10,549)**	(44,540)
Adjustments for:			
Depreciation of Property and Equipment, Right of Use assets, and amortization expense	12, 13, 30, 31	**27,277**	28,467
Gain on disposal of Property and Equipment	13	**(7)**	–
Impairment losses on investments	14	**659**	–
Share of (profit)/loss of equity-accounted investees, net of tax	15	**(4,274)**	2,425
Finance costs (excluding foreign exchange differences)		**44,348**	29,301
Finance income (excluding foreign exchange differences)		**(2,293)**	(4,461)
Foreign exchange differences on finance costs and income, net		**(13)**	(13,014)
Income tax expense	16	**1,008**	605
Employment termination indemnity reserve	26	**103**	48
Equity settled share-based payment expenses		**59**	128
Use of/(Charges to) provision	27	**2,095**	(3,174)
Operating cash flow before changes in operating assets and liabilities		**58,413**	(4,215)
Changes in:			
– trade and other receivables		**(2,502)**	6,708
– other current assets		**(1,921)**	533
– related party receivables		**546**	(1,005)
– other non-current assets		**(416)**	257
– trade and other payables		**4,748**	(9,656)
– related party payables		**2,826**	(1,330)
– provisions		**(310)**	(686)
Cash generated by/(used in) operations before benefit and tax payments		**61,384**	(9,400)
Post-employment benefits paid	26	**(77)**	(6)
Income taxes paid	16	**(1,430)**	(173)
Net cash generated from/(used in) operating activities		**59,877**	(9,573)
Investing activities			
Acquisition of property and equipment	12	**(4,328)**	(5,434)
Acquisition of intangible assets	13	**(73,236)**	(89,199)
Proceeds from sale of property and equipment		**87**	30
Bank interest received		**1,757**	190
Dividends from equity accounted investees		**–**	1,765
Advances given for fixed assets		**(1,001)**	(13,679)
Net cash used in investing activities		**(76,721)**	(106,327)
Financing activities			
Equity injection by minorities to subsidiaries		**–**	23,438
Change in due to related parties		**21,923**	3,000
Dividends paid to NCIs		**(1,123)**	–
Interest paid		**(33,085)**	(36,424)
Proceeds from loans and borrowings		**77,147**	333,581
Repayment of borrowings		**(19,915)**	(274,511)
Payment of lease liabilities		**(3,085)**	(2,612)
Net cash from financing activities		**41,862**	46,472
Net increase/(decrease) in cash and cash equivalents		**25,018**	(69,428)
Effect of foreign exchange rate changes on cash and cash equivalents		**(6,504)**	(1,484)
Cash and cash equivalents at beginning of year	20	**99,687**	170,599
Cash and cash equivalents at end of year	20	**118,201**	99,687

The notes on pages 135 to 222 are an integral part of these financial statements.

Notes to the consolidated financial statements

1 General information

Global Ports Holding PLC is a public company listed on the standard segment of London Stock Exchange incorporated in the United Kingdom and registered in England and Wales under the Companies Act 2006. The address of the registered office is 35 Albemarle Street 3rd Floor, London W1S 4JD, United Kingdom. The majority shareholder of the Company is Global Yatırım Holding.

These consolidated financial statements of Global Ports Holding PLC (the "Company", and together with its subsidiaries, the "Group") for the year ended 31 March 2023 were authorised for issue in accordance with a resolution of the directors on 7 July 2023.

The nature of the operations and the locations of the subsidiaries of the Company are listed below:

Subsidiaries	Locations	Operations
Global Ports Destination Services ("GPDS")	London – UK	Service operations
GPH Cruise Port Finance Ltd. ("GPH CPF")	London – UK	Finance raising SPV
Port Finance Investment Ltd. (PFI Ltd)	London – UK	Finance raising SPV
Global Ports Americas Holding Ltd. ("GP Americas Holding")	London – UK	Port investments
Global Liman İşletmeleri A.Ş. ("Global Liman")	İstanbul – Turkey	Port investments
Ege Liman İşletmeleri A.Ş. ("Ege Liman")	Aydın – Turkey	Port operations
Bodrum Liman İşletmeleri A.Ş. ("Bodrum Liman")	Muğla – Turkey	Port operations
Port of Adria - Bar A.d. ("Port of Adria")	Montenegro	Port operations
Barcelona Port Investments, S.L ("BPI")	Spain	Port investments
Creuers del Port de Barcelona, S.A. ("Creuers")	Spain	Port operations
Cruceros Malaga, S.A. ("Malaga Port")	Spain	Port operations
Global Ports Tarragona S.L. ("GP Tarragona")	Spain	Port operations
Global Ports Alicante S.L. ("GP Alicante")	Spain	Port operations
Global Ports Canary Islands S.L. ("GP Canary")	Spain	Port operations
Global Ports Europe B.V ("Global BV")	Netherlands	Port investments
Global Ports Melita Ltd. ("GP Melita")	Malta	Port investments
Global Ports Malta Finance PLC (GP Malta)	Malta	Finance raising SPV
Valletta Cruise Port PLC ("VCP")	Valletta – Malta	Port operations
Travel Shopping Ltd ("TSL")	Valletta – Malta	Service operations
Port Operation Holding Srl ("POH")	Italy	Port investments
Port Operations Services (Cyprus) Ltd. ("POS")	Cyprus	Port investments
Ravenna Terminal Passegeri Srl ("Ravenna")	Italy	Port operations
Catania Cruise Terminal Srl ("Catania")	Italy	Port operations
Cagliari Cruise Port Srl ("Cagliari")	Italy	Port operations
Taranto Cruise Port Srl ("TCP")	Italy	Port operations
Crotone Cruise Port S.L.	Italy	Port operations
GPH (Kalundborg) ApS ("GPH Kal")	Denmark	Port operations
Global Ports Netherlands B.V. ("GP Netherlands")	Netherlands	Port investments
Zadar International Port Operations d.o.o. ("ZIPO")	Croatia	Port operations
GPH Americas Ltd ("GPH Americas")	Bahamas	Port investments
GPH (Bahamas) Ltd ("GPH Bahamas")	Bahamas	Port investments
GPH (Antigua) Ltd ("GPH Antigua")	Antigua & Barbuda	Port operations
Prince Rupert Cruise Terminal Ltd. ("PRCP")	Canada	Port operations
Nassau Cruise Port Limited ("NCP")	Bahamas	Port operations
Global Ports Mediterranean S.L. ("GP Med")	Spain	Service operations
Port Management Services S.L. ("Port Management")	Spain	Service operations
Global Port Services Med S.L. ("GPS Med")	Spain	Service operations
Shore Handling S.L.A. ("Shore")	Spain	Service operations
Balearic Handling S.L.A. ("Balearic")	Spain	Service operations
Global Depolama A.Ş. ("Global Depolama")	İstanbul – Turkey	Storage

Ege Liman

Kuşadası Cruise Port was constructed in 1968 and was operated by the Turkish Maritime Organisation Inc. (Türkiye Denizcilik Isletmeleri A.Ş.) ("TDI") until its privatisation in 2003. On 2 July 2003, Ege Liman entered into a transfer of operational rights agreement ("TOORA") for Kuşadası Cruise Port for a period of 30 years with the Privatisation Administration (Özelleştirme İdaresi Başkanlığı) ("OIB") and TDI. The TOORA will end in 2033.

Global Liman acquired 72.50% of the shares of Ege Liman on 6 July 2005, with Royal Caribbean Cruises Ltd. ("RCCL") holding a 27.49% interest and the TDI owns one share. As of 15 May 2023, the TOORA agreement period was extended to 49 years in total, to expire on 30 June 2052.

1 General information continued

Ege Liman continued

Ege Liman offers the following basic services to ships calling at the port: tugging, pilotage, sheltering, security, clean water supply, disposal of solid waste, underwater diving inspection, fuel supply and liquid waste collection.

Bodrum Liman

Bodrum Cruise Port was tendered by the State Railways, Ports and Airports Construction Company (Demiryolları, Limanlar ve Havayolları) ("DLH") in September 2003 through a 12-year Build-Operate-Transfer ("BOT") tender agreement, which commenced in December 2007. The BOT agreement period was until 2019. The winning bidder of the BOT concession was a consortium, which later established Bodrum Liman to carry out the operations of Bodrum Cruise Port.

Global Liman acquired 60% of the shares of Bodrum Liman on 16 June 2008. As of 27 December 2018, the BOT agreement period was extended 49 years to the end of 2067. As at 31 March 2023, shareholders of the remaining 30% and 10% of the shares of Bodrum Liman are Yüksel Çağlar and Setur Servis Turistik A.Ş., respectively.

Port of Adria

On 23 July 2013, Global Liman won the tender for the repair, financing, operation, maintenance and transfer of Port of Adria and the right to acquire 62.09% of the shares in Port of Adria from the Montenegro Government through AD Port of Adria-Bar, which has an operating concession for thirty years (terminating in 2043). Global Liman finalised a share purchase agreement with the Montenegro Government on 15 November 2013 that was approved by the tender commission, the Montenegro Privatisation and Capital Investments Authority and the Montenegro Council of Ministers. The shares were transferred to the Group on 30 December 2013.

Port of Adria represents an important link in the chain of intermodal transport because of its integration with the Belgrade-Bar railway and road traffic network, and benefits from a free zone regime.

BPI, Creuers and Cruceros

Barcelona Port Investments, S.L ("BPI") was established as a joint venture between the Group and Royal Caribbean Cruises Ltd. ("RCCL") on 26 July 2013, where the Group held a 49% interest in BPI which was accounted for using the equity method. BPI then acquired a 43% interest in Creuers on 30 December 2013. Creuers held 100% interest in the port operation rights for the Barcelona cruise port, as well as 80% in the port operation rights for the Malaga cruise port ("Malaga Port") in 2014 and a 40% interest in the port operation rights for the Singapore cruise port.

On 30 September 2014, BPI acquired an additional 57% interest in Creuers which resulted in BPI obtaining control of Creuers as of that date.

Subsequently on 30 September 2014, the Group increased its interest in BPI from 49% to 62% by acquiring a 13% interest from RCCL. As a result, the Group became the controlling shareholder of Creuers. The port operation rights of Creuers and Cruceros Malaga terminate in 2030 and 2038, respectively.

On 23 January 2020, the Group acquired the 20% minority shares of Malaga Port, consolidating its shares held in Creuers to 100%.

Global Ports Europe BV, GP Melita and VCP

Global Ports Europe BV was established in the Netherlands for investments in European Ports. As of 15 November 2015, Global BV acquired 55.60% of VCP shares through Holding Companies of GP Malta and Perquisite. VCP was set up to develop the Valletta Waterfront, situated on the Grand Harbour, Malta, for the purpose of the operation and management of a cruise liner passenger terminal and an international ferry passenger terminal together with complementary leisure facilities. VCP is also responsible for the handling of international cruise and ferry passengers and was granted a license by the Malta Maritime Authority. The concession will end in 2067.

Port Operation Holding, POS, Catania and Cagliari

POH was established in Italy for investments made in Italian Ports. As of 31 December 2016, POH acquired 51% of Ravenna shares, 62% of Catania shares and 71% of Cagliari shares, a significant portion being through the Holding Company of POS. Ravenna, Cagliari, and Catania were set up to operate the cruise liner passenger terminal together with complementary leisure facilities at their territories. The companies are responsible for the handling of international cruise passengers. The port operation rights of Cagliari and Catania terminate in 2025 and 2026, respectively.

Zadar International Port Operations "ZIPO"
ZIPO was established in Zadar (Croatia) for attending to tender for the concession of the Gazenica cruise port operation rights. ZIPO has signed a 20-year (terminating in 2038) concession agreement ("the Agreement"), with the Port Authority of Zadar for the operating rights of the Gazenica cruise port in Zadar, Croatia. Under the terms of the Agreement, GPH will from Q4 2018, use its global expertise and operating model to manage all the cruise port operations at Gazenica port over the life of the concession. The concession includes cruise ship passenger port and terminal services, an international ferry terminal, Ro-Ro services, vehicles and passenger services. It also contains a commercial area of 2,400sqm, with leasable retail and office space.

GPH Antigua
GPH Antigua was established in Antigua and Barbuda for signing the concession agreement of St John's cruise terminal port operation rights. GPH Antigua has signed a 30-year concession agreement ("the Agreement"), with the Government of Antigua and Barbuda for the operating rights of the St John's cruise terminal in Antigua. Under the terms of the Agreement, GPH will from October 23, 2019, use its global expertise and operating model to manage all the cruise port operations at St John's cruise terminal over the life of the concession. The concession includes cruise ship passenger port and terminal services, as well as an enhancement investment in the Terminal area, to modernize the terminal and expand the berthing capacity. After completion of CAPEX, terminal will have 2,400sqm, with leasable retail spaces.

GPH Bahamas, Nassau Cruise Port Limited ("NCP")
NCP was established in Nassau (Bahamas) for signing of Port Operation and Lease Agreement ("POLA") with respect to the Nassau Cruise Port at Prince George Wharf. GPH Bahamas, a wholly owned subsidiary of GPH plc, owns a 49% equity interest in NCP, Bahamian Investment Fund "BIF" (a Company established for arrangement of financing and retail participation of the project) holds 49% shares, and YES foundation (a charitable fund dedicated to empowering generations of Bahamians by supporting local youth, education, and sports-related programs) holds the remaining 2% shares of NCP. NCP has signed the POLA with a term of 25 years from the end of construction completion, with the Government of Bahamas ("GoB") for the operating rights of the Prince George Wharf in Nassau, Bahamas, starting from November 11, 2019. Under the terms of the Agreement, NCP has an obligation to perform capital investments which include a Cruise Terminal with an iconic design respecting and reflecting the richness and uniqueness of the traditional Bahamian culture. The concession includes cruise ship passenger port and terminal services. It will also contain a commercial area, after completion of CAPEX, with leasable retail and office space.

GP Med, Shore Handling and Balearic Handling
The Group acquired 51% (controlling share) of Balearic Handling and Shore Handling on March 2020 in Spain, which have licenses in Spain to provide passenger related port services (luggage handling, loading/unloading of cargo, etc.). The acquisitions of Balearic Handling and Shore Handling was a part of the Group's plans to integrate its services vertically and increase ancillary service opportunities of the Group.

Taranto Cruise Port Srl
Taranto Cruise Port Srl ("TCP") was established in Italy for signing the concession agreement of Port of Taranto operation rights. TCP has signed a 20-year concession agreement ("the Agreement"), with the Autorità di Sistema Portuale del Mar Ionio for the operating rights of Taranto cruise terminal in Italy. Under the terms of the Agreement, The company is responsible for the handling of international cruise passengers.

GPH (Kalundborg) ApS
GPH (Kalundborg) ApS ("GPH Kal") was established in Denmark for signing the concession agreement of Kalundborg Port operation rights. GPH Kal has signed a 20-year lease agreement with the Port of Authority of Kalundborg on 15 October 2021 to manage the cruise services in Kalundborg Port, Denmark. Cruise operations were taken over by GPH starting 15 February 2022. Under the terms of the Agreement, GPH will use its global expertise and operating model to manage all the cruise port operations at Kalundborg terminal over the life of the concession.

Global Ports Tarragona S.L.
Global Ports Tarragona S.L. ("GP Tarragona") was established in Spain for signing the concession agreement of Tarragona Cruise Port operation rights. GP Tarragona has signed 12-year concession, with a 6 year extension option, to manage the services for cruise passengers in Tarragona, Spain. Cruise operations were taken over by GPH starting 1 April 2022. Under the terms of the agreement, GPH will invest up to €5.5m into building a new cruise terminal, which will utilise solar power to ensure the sustainable provision of the terminal's energy needs.

1 General information continued

Global Ports Canary Islands S.L.

Global Ports Canary Islands S.L. ("GPCI") was established as an 80:20 joint venture between GPH and Sepcan S.L. in Spain for signing the concession agreement of Tarragona Cruise Port operation rights. GPCI has signed a 40-year concession agreement to operate Las Palmas de Gran Canaria Cruise Port, Canary Islands, Spain. Additionally, GPCI has signed 20-year concessions for the port of Arrecife (Lanzarote) and Puerto del Rosario (Fuerteventura). Cruise operations were taken over by GPH starting 1 April 2022. Under the terms of the agreement, GPCI will invest approximately €40 million into constructing a new cruise terminal in Las Palmas and modular terminal facilities in Marmoles pier in Arrecife and Puerto del Rosario in Fuerteventura.

Prince Rupert Cruise Terminal Ltd.

Prince Rupert Cruise Terminal Ltd. ("PRCP") was established in Canada for signing the concession agreement of Prince Rupert Cruise Port operation rights. PRCP has signed a 10-year concession, with a 10-year extension option with the Prince Rupert Port Authority on 14 November 2022 to manage the cruise services in Prince Rupert Cruise Port in British Columbia, Canada. Cruise operations were taken over by GPH starting 14 April 2023. Under the terms of the Agreement, GPH will use its global expertise and operating model to manage all the cruise port operations at Prince Rupert Cruise Port over the life of the concession.

Global Ports Alicante S.L.

Global Ports Alicante S.L. ("Alicante") was established as an 80:20 joint venture between GPH and Sepcan S.L. in Spain for signing the concession agreement of Alicante Cruise Port operation rights. Alicante has signed 15-year concession agreement to operate Alicante Cruise Port, Spain. Cruise operations were taken over by GPH starting 27 March 2023. Under the terms of the agreement, Alicante will invest up to €2 million into refurbishing and modernising the cruise terminal.

2 Adoption of new and revised standards and application of new accounting policies

(i) Amendments to International Financial Reporting Standards ("IFRSs") that are mandatorily effective for the current year

In the year ended 31 March 2023, the Group applied all applicable amendments to IFRSs issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an accounting period that begins on or after 1 April 2022.

The following standards are effective from 1 April 2022. The adoption of the amendments has had no impact on the Group's consolidated financial position or performance of the Group as per management analysis performed.

- Business Combinations – Reference to the Conceptual Framework (Amendments to IFRS 3), effective 1 January 2022
- Property, Plant and Equipment (Amendments to IAS 16), effective 1 January 2022
- Provisions, Contingent Liabilities and Contingent Assets (Amendments to IAS 37), effective 1 January 2022
- Annual Improvements to IFRS Standards 2018-2020 Cycle, effective 1 January 2022

(ii) New and revised IFRSs in issue but not yet effective

The following amended standards and interpretations are in issue but not yet effective (and in some cases not yet adopted by the UK):

- Amendments to IAS 1 – Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting Policies, effective from 1 January 2023
- Amendments to IAS 8 – Accounting policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates, effective from 1 January 2023
- Amendments to IAS 12 – Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction, effective from 1 January 2023
- Amendment to IAS 1 – Non current liabilities with covenants, effective from 1 January 2024
- Amendment to IFRS 16 – Leases on sale and leaseback, effective from 1 January 2024

The Group is currently evaluating the impact of adopting these new accounting standards. Management expect that the adoption of the amendments will have no material impact on the Group's consolidated financial position or performance of the Group.

3 Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements and have been applied consistently by the Group entities.

(a) Basis of preparation

Group financial statements have been prepared in accordance with UK-adopted international accounting standards and with the requirements of the Companies Act 2006. The Parent Company financial statements are prepared in accordance with UK accounting standards, including FRS 102, the Financial Reporting Standard applicable in the UK and Republic of Ireland.

(b) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis, except for financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

(c) Functional and presentation currency

The individual financial statements of each group company are presented in the currency of the primary economic environment in which it operates (its functional currency).

For the purpose of the consolidated financial statements, United States Dollars ("USD") is chosen as the presentation currency by management to facilitate the investors' ability to evaluate the Group's performance and financial position to similar companies. The consolidated financial statements are rounded to the nearest thousand dollars, except when otherwise indicated.

USD is the most significant currency to the operations of the Company, and therefore USD has been determined as its functional currency in line with IAS 21 "The Effects of Changes in Foreign Exchange Rates".

Global Liman and its subsidiaries operating in Turkey maintain their books of account and prepare their statutory financial statements in Turkish Lira ("TL") in accordance with the Turkish Commercial Code, tax legislation and Turkish Uniform Chart of Accounts. The subsidiaries operating in Montenegro, Spain, Italy, Netherlands and Malta maintain their books of account and prepare their statutory financial statements in Euro in accordance with their respective local laws.

TL is the most significant currency to the operations of Global Liman, and therefore TL has been determined as its functional currency in line with IAS 21 "The Effects of Changes in Foreign Exchange Rates".

USD is the most significant currency to the operations of Ege Liman, Bodrum Liman, GPH Antigua and Nassau Cruise Port, therefore USD has been determined as functional currency of these companies in line with IAS 21 "The Effects of Changes in Foreign Exchange Rates".

The Euro is significantly used in the operations of the Port of Adria, VCP, BPI, Creuers, Malaga Port, Ravenna, Cagliari, Catania, Crotone, Tarragona, Canary Islands, Alicante, Shore, Balearic, Taranto and Kalundborg. Therefore, the Euro has been determined as the functional currency of these companies in line with IAS 21 – "The Effects of Changes in Foreign Exchange Rates".

(d) Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

3 Significant accounting policies continued

(d) Critical accounting judgements and key sources of estimation uncertainty continued

Critical judgements in applying the Group's accounting policies

The following are the critical judgements, apart from those involving estimations (which are dealt with separately below), that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements:

Intangible assets – Scope of IFRIC 12 *'Service Concession Arrangements'* **(note 13)**

The Group's intangible assets recognised primarily consist of the port operation rights.

Judgement is applied by management to determine whether IFRIC 12 *'Service Concession Arrangements'* applies to port operating rights arising from a service concession arrangement. For an arrangement to be within the scope of this interpretation it typically involves a private sector entity (an operator) constructing the infrastructure used to provide the public service or upgrading it and operating and maintaining that infrastructure for a specified period of time. The operator is paid for its services over the period of the arrangement. The arrangement is governed by a contract that sets out performance standards and mechanisms for adjusting prices.

Judgement is applied on whether an arrangement meets the public-to-private arrangement definition. IFRIC 12 states that a feature of public to private arrangement is the "public service nature of the obligation undertaken by the operator".

Although IFRIC 12 does not define "public-to-private service concession arrangement", it describes the typical features of such arrangements which include an infrastructure used to deliver public services, a contractual arrangement between a grantor and an operator which specifies the services the operator is to provide using the infrastructure and governs the basis on which the operator will be remunerated, supply of services by the operator which the construction or upgrade of the infrastructure and the operation and maintenance of that infrastructure.

Management has assessed that the Group's concession arrangements meet the definition of the "public service nature of the obligation undertaken by the operator".

Following the above judgement, IFRIC 12 specifies three scope criteria to be met in order for an arrangement to be accounted for under IFRIC 12. These are where the grantor (government or port authorities) controls or regulates what services the Group can provide within the infrastructure, to whom it must provide them to and at what price, and also controls any significant residual interest in the infrastructure at the end of the service concession arrangement. Judgment is often required to determine whether these criteria are being satisfied. Significant judgement is required to assess whether the control of price is held by the grantor or the operator ("Company") and in particular whether a capping mechanism is substantial and whether price control is exercised on all or some of the services being provided. If a concession is deemed to fall within the scope of IFRIC 12 then any payments made to acquire or operate the concession are capitalised as an intangible asset in accordance with IAS 38 and amortised over the concession period.

The carrying value of port concession intangible assets at 31 March 2023 is USD 508,001 thousand (2022: USD 409,589 thousand). Concession arrangements at Nassau, Creuers, Cruceros, Tarragona, Canary Islands, Alicante and Catania were assessed as being within the scope of IFRIC 12. The concession agreements at the Turkish Ports, Port of Adria, Zadar, Valletta, Cagliari, and Antigua have been assessed not to fall within the scope of IFRIC 12 as the Group controls pricing and have been recognised as Right of use assets in accordance with IFRS 16 at an amount of USD 77,408 thousand as at 31 March 2023 (2022: USD 83,461 thousand).

Control of an entity – IFRS 10 *'Consolidated Financial Statements'*

Management assessed whether or not the Group has control over NCP based on whether the Group has the practical ability to direct the relevant activities of NCP unilaterally. In making their judgement, management considered the Group's absolute size of holding in NCP, the relative size of and dispersion of the shareholdings owned by the other shareholders, the Group's ability to assign board members to NCP, voting rights and how decisions about relevant activities are being made.

After assessment, the directors concluded that the Group has a sufficiently dominant voting interest to direct the relevant activities of NCP due to the power to appoint the majority of NCP's directors, by having the casting vote and by having the responsibility to direct, supervise and manage the day-to-day operation of the port. Therefore, the Group has control over NCP. If the directors had concluded that the 49 per cent ownership interest was insufficient to give the Group control, NCP would instead have been classified as an associate and the Group would have accounted for it using the equity method of accounting.

Critical estimates

Impairment review of cash generating units (CGUs) (note 13)

IFRS requires management to perform impairment tests annually for goodwill and, for Assets with a finite life, if events or changes in circumstances indicate that their carrying amounts may not be recoverable.

Impairment testing requires management to judge whether the carrying value of Assets and the associated goodwill of Ege Port and the carrying value of assets of CGUs can be supported by the net present value of future cash flows that they generate. Calculating the net present value of the future cash flows requires estimates to be made in respect of highly uncertain matters including management's expectations of:

- Operational growth expectations including the forecast number of calls, passengers and (for the one remaining commercial port) container volumes; and
- appropriate discount rates to reflect the risks involved.

Management prepares formal forecasts for all its CGUs for the remaining concession period, which are used to estimate their value in use.

Changing the assumptions selected by management, in particular the discount rate and growth rate assumptions used in the cash flow projections, could significantly affect the Group's impairment evaluation and hence reported assets and profits or losses. For further analysis refer to Note 16 "Intangible Assets" and Note 17 "Goodwill".

Deferred tax (note 16)

The Group is subject to income taxes in several jurisdictions. Significant judgement is required in determining the worldwide provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Measurement of revenue from construction in service concession arrangements (note 6)

The Group has signed a Port Operating Licence Agreement with Nassau Cruise Port Authority, concession agreements with Port Authority of Las Palmas for four cruise terminals in Las Palmas, and a concession agreement with Tarragona Port Authority. These agreements include liabilities of the concessionaire to expand the marine infrastructure, construct new terminals and upland works. These liabilities is expected to be a total of up to USD 343 million (USD 290 million for Nassau, EUR 5.5 million for Tarragona, and EUR 42 million for Las Palmas). For construction revenue in service concession arrangements per IFRIC 12, the Group applies revenue recognition rules of IFRS 15 based on progress towards completion. The margin on construction revenue is determined as 2% on the basis of a large number of estimates covering construction consultancy during the tender process and detailed analysis on the cost of terminal building construction, and benchmarking with the construction companies performing infrastructure operations throughout the world. 1% appreciation/depreciation of the construction margin would result in decrease/increase in the Group's profit before tax and other comprehensive income by approximately USD 945 for the year ended 31 March 2023 (31 March 2022: USD 905 thousand).

(e) Basis of consolidation

The consolidated financial statements includes the accounts of the Company, entities controlled by the Company (its subsidiaries) and joint arrangements on the basis set out in sections below.

(i) Subsidiaries

As at 31 March 2023 and 2022, the consolidated financial statements includes the financial results of the Company and its controlled subsidiaries.

Subsidiaries are entities controlled by the Group. The Group 'controls' an entity when it has the power to direct the relevant activities, is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

3 Significant accounting policies continued

(e) Basis of consolidation continued

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by the Group. The consolidated financial statements are prepared using uniform accounting policies for similar transactions and events and is prepared with the same chart of accounts as the Company.

As at 31 March 2023 and 31 March 2022, the subsidiaries in which the Group owned a majority shareholding and/or effectively controlled their operations are as shown below:

	Effective ownership (%)		Voting power held (%)	
	2023	2022	**2023**	2022
Ege Liman	**72.50**	72.50	**72.50**	72.50
Bodrum Liman	**60.00**	60.00	**60.00**	60.00
Port of Adria	**63.79**	63.79	**63.79**	63.79
BPI	**62.00**	62.00	**62.00**	62.00
Creuers	**62.00**	62.00	**62.00**	62.00
Malaga Port	**62.00**	62.00	**100.00**	100.00
Global Depolama	**100.00**	100.00	**100.00**	100.00
Global BV	**100.00**	100.00	**100.00**	100.00
VCP	**55.60**	55.60	**55.60**	55.60
TSL	**50.04**	50.04	**50.04**	50.04
Ravenna	**100.00**	100.00	**100.00**	100.00
Cagliari	**70.89**	70.89	**70.89**	70.89
Catania	**63.17**	63.17	**63.17**	63.17
Taranto	**100.00**	100.00	**100.00**	100.00
Kalundborg	**100.00**	100.00	**100.00**	100.00
ZIPO	**100.00**	100.00	**100.00**	100.00
GPH Antigua	**100.00**	100.00	**100.00**	100.00
NCP*	**49.00**	49.00	**50.00**	50.00
Shore Handling	**51.00**	51.00	**51.00**	51.00
Balearic Handling	**51.00**	51.00	**51.00**	51.00
GP Canary Islands	**80.0**	–	**80.0**	–
GP Alicante	**80.0**	–	**80.0**	–
GP Tarragona	**100.00**	–	**100.00**	–
GPS Med	**100.00**	100.00	**100.00**	100.00

* As per the Shareholders agreement signed, GPH (Bahamas) Ltd (wholly owned subsidiary of GPH) has the right to assign 5 out of 7 Board members, and the Board shall decide by simple majority vote, which allows GPH to control the Company. Also, the Company had a casting vote on General Assembly of NCP.

(ii) Interests in equity-accounted investees

The Group's interests in equity-accounted investees comprise interests in associates and joint ventures. Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is a business arrangement in which two or more parties agree to pool their resources for the purpose of accomplishing a specific operation.

Interests in the equity-accounted investees are accounted for using the equity method. They are recognized initially at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements includes the Group's share of profit or loss and other comprehensive income of equity-accounted investees, until the date on which significant influence or joint control ceases.

On acquisition of the investment in equity-accounted investees, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognized as goodwill, which is included within the carrying amount of the investment. Any 'negative goodwill' is excluded from the carrying amount of the investment and is instead included as income in the investor's share of profit or loss in the associate in the period of acquisition.

The table below demonstrates the rates of the effective ownership and the voting power held in terms of percentages (%) as of 31 March 2023 and 31 March 2022 for the equity-accounted investees:

	Effective ownership rates		Voting power held	
	31 March 2023 (%)	31 March 2022 (%)	**31 March 2023 (%)**	31 March 2022 (%)
Lisbon Cruise Terminals	**46.2**	46.2	**50.0**	50.0
Singapore Port	**24.8**	24.8	**40.0**	40.0
Venezia Investimenti	**25.0**	25.0	**25.0**	25.0
Goulette Cruise Holding Limited	**50.0**	50.0	**50.0**	50.0
Pelican Peak*	**10.7**	10.7	**10.7**	10.7

* The Group has the right to appoint a director to the board of directors of the company and actively participates in the investee's policy-making processes. The Group also has the right of veto over dividend policy of Pelican Peak. As a result, the Group has concluded that it has significant influence over Pelican Peak and has accordingly accounted for its investment in Pelican peak as an equity-accounted investee although the shares owned in this company is less than 20%.

(iii) Non-controlling interests
The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is deducted from equity. Gains or losses on disposals to non-controlling interests are also recorded in equity. For disposals to non-controlling interests, differences between any proceeds received and the relevant share of non-controlling interests are also recorded in equity.

(iv) Transactions eliminated on consolidation
Subsidiaries are consolidated by using the full consolidation method. Therefore, the carrying value of subsidiaries is eliminated against the related equity. The equity and net income attributable to non-controlling interests are shown separately in the consolidated balance sheet and income statement and other comprehensive income. Intra-group balances, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

(v) Business combinations
The acquisition of subsidiaries and businesses from third parties are accounted for using the acquisition method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group. Any costs directly attributable to the business combination are recognised in profit or loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 Business Combinations are recognised at their fair values at the acquisition date.

The excess of the consideration transferred over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is accounted for as goodwill. Goodwill arising from business combinations is not amortised but tested for impairment annually or more frequently if there is any evidence that the goodwill may be impaired.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

If the share of the fair value of the identifiable assets, liabilities and contingent liabilities of the acquiree exceed the cost of a business combination, the excess is recognised immediately in profit or loss as a gain on bargain purchase.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

3 Significant accounting policies continued

(f) Going concern

The Group operates or has invested in 27 ports in 14 different countries and is focusing on increasing its number of cruise ports in different geographical locations to support its operations and diversify economic and political risks. As a consequence, the Group management believes that the Group is well placed to manage its business risks successfully despite the current uncertain economic outlook.

The principal events and conditions identified by the Group that have the most significant impact on the going concern of the Group are:

(a) the passenger levels that will be observed during the Going Concern assessment period of not less than 12 months from the date of approval of these Report and Accounts and the associated effect on Group revenues and cash position; and

(b) maintaining liquidity based on current facilities along with covenant compliance on those facilities.

As of the date of this report, Cruise operations have essentially reached normal activity levels pre-Covid 19, following the closing of cruise operations in March 2020. Adhering to the initial forecast with a slow acceleration after the restart of operations late in 2020 in Europe and in the second quarter of 2021 in the Caribbean, cruise passenger numbers have increased gradually and as of Q4 financial year 2023 (January to March 2023), passenger levels have reached the same level as during the comparative period in the calendar year 2019 (pre Covid).

Management is in close contact with its banking partners related to its current financial liabilities; covenant compliance for Port of Adria has been waived and postponed until early 2024.

During the year, the Group entered into new long-term financings to fund committed CAPEX for recent European acquisitions. Maturities of the new financing arrangements and current debts are mid-to long term. Considering the regular business cycle, pre-Covid EBITDA levels and cash conversion ratio of the Group, the repayment of the financing through operational cash flows is expected.

Group management believes that the Group is well placed to manage its financing and other business risks satisfactorily and have a reasonable expectation that the Group will have adequate resources to continue in operation for at least 12 months from the signing date of these consolidated interim financial statements. They therefore consider it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

(g) Foreign currency

(i) Foreign currency transactions

Transactions in foreign currencies are translated into the respective functional currencies of the Group entities by using exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies carried at historical cost should be retranslated using the exchange rate at the date of the transaction. Foreign currency differences arising on retranslation are recognised in profit or loss.

The Group entities use USD, Euro or TL as their functional currencies since these currencies are used to a significant extent in, or have a significant impact on, the operations of the related Group entities and reflect the economic substance of the underlying events and circumstances relevant to these entities. All currencies other than the currency selected for measuring items in the consolidated financial statements are treated as foreign currencies. Accordingly, transactions and balances not already measured in the functional currency have been re-measured to the related functional currencies in accordance with the relevant provisions of IAS 21 *The Effect of Changes in Foreign Exchange Rates*. The Group uses USD as the presentation currency.

Assets and liabilities of those Group entities with a different functional currency than the presentation currency of the Group are translated into the presentation currency of the Group at the rate of exchange ruling at the reporting date. The income and expenses of the Group entities are translated into the presentation currency at the average exchange rates for the period. Equity items, except for net income, are translated using their historical costs. These foreign currency differences are recognised in “other comprehensive income” (“OCI”), within equity, under “translation reserves”.

As at 31 March 2023 and 31 March 2022 foreign currency exchange rates of the Central Bank of the Turkish Republic were as follows:

	31.03.2023	31.03.2022
TL/USD	**0.0520**	0.0683
Euro/USD	**1.0865**	1.1135

For the year ended 31 March 2023 and 31 March 2022, average foreign currency exchange rates of the Central Bank of the Turkish Republic were as follows:

	2023	2022
TL/USD	**0.0561**	0.0947
Euro/USD	**1.0415**	1.1542

(ii) Foreign operations
For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into USD using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in OCI and accumulated in equity (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a jointly controlled entity that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences is re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or jointly controlled entities that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in OCI.

If the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely to occur in the future, then foreign currency differences arising from such items form part of the net investment in the foreign operation. Accordingly, such differences are recognised in OCI and accumulated in translation reserves.

(h) Financial instruments
(i) Recognition and Initial measurement
Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

(ii) Classification and subsequent measurement
Financial assets
On initial recognition, a financial asset is classified as measured at: amortised cost; Fair Value through Other Comprehensive Income ("FVOCI") – debt investment; FVOCI – equity investment; or Fair Value Through Profit or Loss ("FVTPL").

3 Significant accounting policies continued
(h) Financial instruments continued
(ii) Classification and subsequent measurement continued
Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

Financial assets at amortized cost are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognised initially at fair value plus any directly attributable transaction costs.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:
- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:
- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets – Business model assessment
The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:
- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets – Assessment whether contractual cash flows are solely payments of principal and interest
For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:
- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets – Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Financial liabilities – Classification, subsequent measurement and gains and losses
Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

(iii) Derecognition
Financial assets
The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group enters into transactions whereby it transfers assets recognised in its statement of financial position but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

Financial liabilities
The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

3 Significant accounting policies continued

(h) Financial instruments continued

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(v) Derivative financial instruments and hedge accounting

The Group holds derivative financial instruments to hedge its interest rate risk exposure. Derivatives are recognised initially at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. Attributable transaction costs are recognised in profit or loss when incurred. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

At the inception of the hedge relationship, the Group documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is effective in offsetting changes in fair value or cash flows of the hedged item attributable to the hedged risk, which is when the hedging relationships meet all of the following hedge effectiveness requirements:

- There is an economic relationship between the hedged item and the hedging instrument
- The effect of credit risk does not dominate the value changes that result from that economic relationship
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item

If a hedging relationship ceases to meet the hedge effectiveness requirement relating to the hedge ratio but the risk management objective for that designated hedging relationship remains the same, the Group adjusts the hedge ratio of the hedging relationship (i.e. rebalances the hedge) so that it meets the qualifying criteria again.

Cash flow hedges

The effective portion of changes in the fair value of derivatives and other qualifying hedging instruments that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of cash flow hedging reserve, limited to the cumulative change in fair value of the hedged item from inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss and, is included in the 'other gains and losses' line item.

Amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously recognised in other comprehensive income and accumulated in equity are removed from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability. This transfer does not affect other comprehensive income. Furthermore, if the Group expects that some or all of the loss accumulated in the cash flow hedging reserve will not be recovered in the future, that amount is immediately reclassified to profit or loss.

The Group discontinues hedge accounting only when the hedging relationship (or a part thereof) ceases to meet the qualifying criteria (after rebalancing, if applicable). This includes instances when the hedging instrument expires or is sold, terminated or exercised. The discontinuation is accounted for prospectively. Any gain or loss recognised in other comprehensive income and accumulated in cash flow hedge reserve at that time remains in equity and is reclassified to profit or loss when the forecast transaction occurs. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in the cash flow hedge reserve is reclassified immediately to profit or loss.

(i) Property and equipment

(i) Recognition and measurement

Items of property and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset.

When parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.

(ii) Subsequent costs

The cost of replacing part of an item of property and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property and equipment are recognised in profit or loss as incurred.

(iii) Depreciation

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property and equipment, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. Land is not depreciated.

Leasehold improvements are amortised over the periods of the respective leases and remaining life of concession agreements, also on a straight-line basis.

The estimated useful lives for the current and comparative periods are as follows:

	Years
Leasehold improvements	4-50
Furniture and fixtures	4-20
Machinery and equipment	4-30
Motor vehicles	4-18

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

(iv) De-recognition

An item of property and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

(j) Intangible assets

(i) Recognition and measurement

Intangible assets comprise port operation rights, contract-based customer relationships and software. Intangible assets are stated at cost, less accumulated amortisation and accumulated impairment losses.

(ii) Subsequent expenditures

Subsequent expenditures are capitalised only when they increase the future economic benefits embodied in the specific asset to which they relate. All other expenditures are recognised in profit or loss as incurred.

Intangible assets recognised in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost). The Group's intangible assets recognised in a business combination comprise the port operation rights and the customer relationships. Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

3 Significant accounting policies continued

(j) Intangible assets

(iii) Service concession arrangements

Port operation rights arising from a service concession arrangement are recognised in line with IFRIC 12 'Service Concession Arrangements' and under the intangible asset model when there is an arrangement whereby a government or other public sector body contracts with a private operator to develop (or upgrade), operate and maintain the grantor's infrastructure assets, and the private operator charges users for a public service, and when specific conditions are met. The conditions include where the grantor (government or port authorities) controls or regulates what services the Group can provide within the infrastructure, to whom it must provide them to and at what price. The grantor also has to control any significant residual interest in the infrastructure such as property, plant and equipment, if the infrastructure is existing infrastructure of the grantor or the infrastructure is constructed or purchased by the Group as part of the service concession arrangement.

The contractual obligations to pay concession fees that are not variable but contractually fixed in amount or in substance fixed payments are recorded as financial liabilities. These liabilities are initially recognised at fair value discounting future contractually fixed concession payments using a risk-adjusted discount rate. Port operation rights received as consideration are recorded as intangible assets at the same amount. Variable concession fee and similar payments are expensed.

The rights received as consideration for construction services are recognised at the cost of construction for the period in which the construction costs are incurred. Revenue and expenses from construction services are recognised under IFRIC 12.14 and in accordance with IFRS 15.

Subsequent to initial recognition, the intangible asset is measured at cost less any capitalised borrowing costs, accumulated amortisation and accumulated impairment losses. These assets are amortised based on the lower of their useful lives or concession period.

Provisions for maintenance are recognised if maintenance obligations of specified amounts arise from the concession agreement. Costs for regular maintenance is recognised as an expense in the relevant year.

(iv) Amortisation

Amortisation is calculated over the cost of the asset, or other amount substituted for cost less its residual value. Amortisation is recognised in cost of sales in profit or loss on a straight-line basis over the estimated finite useful lives of intangible assets from the date they are available for use, since this most closely reflects the expected pattern of consumption of future economic benefits embodied in the assets.

The estimated useful lives for the current and comparative periods are as follows:

	Years
Port operation rights	4-48 (concession term)
Customer relationships	12
Software	5

(v) Derecognition

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

(k) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated income statement and other comprehensive income. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of profit or loss on disposal.

(l) Investment property
Investment property is initially measured at cost and subsequently at cost less accumulated depreciation.

Any gain or loss on disposal of investment property (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in profit or loss.

Amortisation is calculated over the cost of the investment property. Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of investment property from the date they are available for use, since this most closely reflects the expected pattern of consumption of future economic benefits embodied in the assets.

Rental income from investment property is recognised as revenue on a straight-line basis over the term of the lease.

(m) Leases
At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group uses the definition of a lease in IFRS 16.

This policy is applied to contracts entered into, on or after 1 January 2019.

(i) as a lessee
At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses related subsidiary's incremental borrowing rate as the discount rate for related concession arrangement.

The Group determines each subsidiary's incremental borrowing rate as borrowing rate obtained to finance its capital investment obligations in the port as specified in the concession agreement.

Lease payments included in the measurement of the lease liability comprise the following:
- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

3 Significant accounting policies continued

(m) Leases continued

(i) as a lessee continued

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets as a separate non-current asset and lease liabilities in 'loans and borrowings' in the statement of financial position.

Short-term leases and leases of low-value assets

The Group has mostly entered into lease agreements with Port Authorities in long term contracts through concession agreements. Accordingly, Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets (total value below USD 20 thousand) and short-term leases, being 12 months or less. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(ii) as a lessor

At inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, then the Group applies IFRS 15 to allocate the consideration in the contract.

The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of "other revenue" under IFRS 16 gain from concession fee waivers.

(n) Inventories

Inventories of the Group composed of spare and replacement parts, and consumables used for the tangible assets in commercial ports, and inventories held for sale in duty free operations at Valletta Cruise Port. Costs of inventories are determined on weighted average basis. Inventories are held at the lower of cost and net realizable value.

(o) Impairment

(i) Non derivative financial assets

Financial instruments and contract assets

The Group recognises loss allowances for Expected Credit Losses ("ECL") on:

- financial assets measured at amortised cost;
- debt investments measured at FVOCI; and
- contract assets.

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables (including lease receivables) and contract assets are always measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment, that includes forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when:
- the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

The Group considers a debt security to have low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade'.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months). The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

Measurement of ECLs
ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets
At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:
- significant financial difficulty of the debtor;
- a breach of contract such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for ECL in the statement of financial position
Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at FVOCI, the loss allowance is charged to profit or loss and is recognised in OCI.

Write-off
The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. For individual customers, the Group has a policy of writing off the gross carrying amount when the financial asset is 360 days past due based on historical experience of recoveries of similar assets. For corporate customers, the Group individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

3 Significant accounting policies continued

(o) Impairment continued

(ii) Non-financial assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than investment property, inventories, contract assets and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(p) Employee benefits

Under Turkish law and union agreements, lump sum payments are made to employees retiring or involuntarily leaving the Group. Such payments are considered as being part of defined retirement benefit plans as per IAS 19 (revised) *Employee Benefits* ("IAS 19"). The retirement benefit obligation recognised in the consolidated balance sheet represents the present value of the defined benefit obligation. The actuarial gains and losses are recognised in other comprehensive income. The key assumptions used in the calculation of the retirement pay liability are detailed in Note 29.

The grant-date fair value of equity-settled share-based payment arrangements granted to employees is generally recognised as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date.

(q) Provisions, contingent assets and liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

(r) Share capital

Ordinary shares

Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity. Income tax relating to transaction costs of an equity transaction is accounted for in accordance with IAS 12.

(s) Revenue

Revenue is measured based on the consideration specified in a contract with a customer, stated net of taxes. The Group recognises revenue when the related performance obligation has been satisfied. The main revenue streams are explained below:

(i) Cargo handling revenues

Cargo handling revenues relate to services provided for container cargo handling including sea and land services. Revenue is recognised at the point in time services are completed, as the services are usually provided over a very short period of time. Payment terms are up to 30 days.

(ii) Primary port operations

Primary port operation revenues relate to services provided to cruise ships including passenger landing, luggage handling, security fees, etc. Revenue is recognised at the point in time services are completed, as the services are usually provided over a very short period of time. Payments in Turkish Ports are made in advance, and in European ports increased up to 90 days.

(iii) Ancillary port service revenues

Port service revenues relate to services provided to ships and motorboats (pilotage, towage, tugboat rents, etc.). Revenue is recognised at the point in time services are completed, as the services are usually provided over a very short period of time. Payments in Turkish Ports are made in advance, in European ports collection period is up to 45 days.

(iv) Destination service revenues

Destination service revenues relate to services provided to passengers related to destination based attractions. Revenue is recognised at the point in time services are completed, as the services are usually provided over a very short period of time. Payments are made by cash or credit cards.

(v) Area management revenues

Area management revenues are generated from the leasing of shopping centres and duty-free operations run by the Group. Revenue is recognised over time as the services are provided. Revenue is recognised on a straight-line basis over the term of the lease and at the point of sale for duty free operations. Invoices are issued on a monthly basis and are usually payable within 30 days. Guarantees are taken up to 6 months' rent.

(vi) IFRIC 12 Construction revenues

Construction income is generated on accounting of Service concession arrangements per IFRIC 12. Revenue is recognised over time based on progress towards completion of construction. This revenue is created through IFRS application, no invoices are issued, neither any payments made by Nassau Port Authority, Tarragona Port Authority, or Port Authority of Las Palmas.

(vii) Other ancillary revenues

Other ancillary revenues are related to new revenue opportunities created by the company through vertical integration of services. Revenue is recognised at the point in time services are completed, as the services are usually provided over a very short period of time. Payments are made by cash or credit cards.

(t) Operating profit

Operating profit is profit for the period/year stated before the share of results of equity-accounted investees, finance income, finance costs and tax.

(u) Finance income and finance costs

Finance income comprises interest income, gains on sale of marketable securities and net foreign currency gains that are recognised in profit or loss. Interest income is recognised as it accrues, using the effective interest method.

Finance costs comprise interest expense on borrowings, net foreign currency losses, losses on sale of marketable securities and finance costs from lease liabilities unwinding. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss in the period in which they are incurred using the effective interest method.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

3 Significant accounting policies continued

(v) Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

(i) Current tax

The tax currently payable is based on taxable profit or loss for the year. Taxable profit or loss differs from 'profit or loss before tax' as reported in the consolidated income statement and other comprehensive income because of items of income or expense that are taxable or deductible in other years and it excludes items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

A current tax provision is recognised when the Group has a present obligation as a result of a past event and it is probable that the Group will be required to settle that obligation.

(ii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases which are used in the computation of taxable profit or loss. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit or loss nor the accounting profit or loss.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

(iii) Current and deferred tax for the period

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

(w) Government grants

The Group recognises deferrals on concession fees related to its cruise ports concession agreements in profit or loss as other income when the written deferral or waiver approval has been received from legal authorities. Government grants are included within deferred financial liabilities in the balance sheet and credited to the profit and loss account over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

The Group has elected to present grants related to income separately under the heading "Other income".

4 Determination of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

When measuring the fair value of an asset or a liability, the Group uses market and observable data as far as possible.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted market prices (unadjusted in active markets for identical assets or liabilities);
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices);
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or liability might be categorised in different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

Further information about the assumptions made in measuring fair values is included in Note 34 – Financial risk management.

5 Segment reporting

(a) Products and services from which reportable segments derive their revenues

The Group operates various cruise and commercial ports and all revenue is generated from external customers such as cruise liners, ferries, yachts, individual passengers, container ships and bulk and general cargo ships.

(b) Reportable segments

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision-maker, in deciding how to allocate resources and assessing performance.

The Group presents its operations on a regional basis, with each key region representing an individual operating segment with a set of activities which generate revenue, and the financial information of each region is reviewed by the Group's chief operating decision-maker in deciding how to allocate resources and assess performance. The segment assessment of the Group has changed during the fiscal year as a result of structural changes and concentration of the investment of the Group to Cruise operations and vertical integration of additional services within the Cruise business. The Group has identified four key regions it operates as segments; these are West Mediterranean, Central Mediterranean, East Mediterranean and Americas. The Group's chief operating decision-maker is the Chief Executive Officer ("CEO"), who reviews the management reports of each region at least on a monthly basis.

The CEO evaluates segmental performance on the basis of earnings before interest, tax, depreciation and amortisation excluding the effects of specific adjusting income and expenses comprising project expenses, bargain purchase gains and reserves, board member leaving fees, employee termination payments, unallocated expenses, finance income, finance costs, and including the share of equity-accounted investments which are fully integrated into GPH cruise port network ("Adjusted EBITDA" or "Segmental EBITDA"). Adjusted EBITDA is considered by Group management to be the most appropriate profit measure for the review of the segment operations because it excludes items which the Group does not consider to represent the operating cash flows generated by underlying business performance. The share of equity-accounted investees has been included as it is considered to represent operating cash flows generated by the Group's operations that are structured in this manner.

5 Segment reporting continued

(b) Reportable segments continued

The Group has the following operating segments under IFRS 8:

- Western Mediterranean & Atlantic region ("West Med")
  - BPI, Barcelona Cruise Port, Malaga Cruise Port, Tarragona Cruise Port, Las Palmas, Alicante, Lisbon Cruise Terminals, SATS – Creuers Cruise Services Pte. Ltd. ("Singapore Port") and Kalundborg Cruise Port ("Kalundborg").
- Central Mediterranean region ("Central Med")
  - VCP ("Valetta Cruise Port"), Travel Shopping Ltd ("TSL"), POH, Cagliari Cruise Port, Catania Passenger Terminal, Crotone Cruise Port, Taranto Cruise Port, Venezia Investimenti Srl. ("Venice Investment" or "Venice Cruise Port"), and La Goulette Cruise Port.
- Americas Region ("Americas")
  - Nassau Cruise Port ("NCP"), Antigua Cruise Port ("GPH Antigua"), and Prince Rupert Cruise Port.
- Eastern Mediterranean and Adriatic region ("East Med")
  - Ege Liman ("Ege Port, Kuşadası"), Bodrum Liman ("Bodrum Cruise Port") and Zadar Cruise Port ("ZIPO").
- Other operations ("other")
  - Port of Adria ("Port of Adria-Bar"), Global Ports Services Med, GP Med, Balearic Handling SLA ("Balearic"), Shore Handling SLA ("Shore"), Ha Long management contract and Pelican Peak; All except for Port of Adria-Bar are part of vertical integration plans of the Group for the Cruise business and not exceeding the quantitative threshold, have been included in Other operations.

The Group's reportable segments under IFRS 8 are West Med, Central Med, East Med, Americas, and Other.

Global Liman, Global Ports Europe, GP Melita, GP Netherlands, Global Depolama, GPH Americas, GP Malta Finance, GPH Cruise Port Finance and GPH Bahamas do not generate any revenues and therefore is presented as unallocated to reconcile to the consolidated financial statements results.

Assets, revenue and expenses directly attributable to segments are reported under each reportable segment.

Any items which are not attributable to segments have been disclosed as unallocated.

(i) Segment revenues, results and reconciliation to profit before tax

The following is an analysis of the Group's revenue, results and reconciliation to profit before tax by reportable segment:

(USD '000)	West Med	Central Med	East Med	Americas	Other	Total
Year ended 31 March 2023						
Revenue	**27,677**	**14,761**	**24,062**	**135,778**	**11,318**	**213,596**
Segmental EBITDA	**19,475**	**7,811**	**19,366**	**29,010**	**4,318**	**79,980**
Unallocated expenses						**(7,303)**
Adjusted EBITDA						**72,677**
Reconciliation to loss before tax						
Depreciation and amortisation expenses						**(27,277)**
Specific adjusting items*						**(12,899**
Finance income						**5,676**
Finance costs						**(54,718**
Loss before income tax						**(9,541)**
Year ended 31 March 2022						
Revenue	6,210	7,175	2,521	102,818	9,686	128,410
Segmental EBITDA	1,252	3,176	214	5,055	3,232	12,929
Unallocated expenses						(5,919)
Adjusted EBITDA						7,010
Reconciliation to loss before tax						
Depreciation and amortisation expenses						(28,467)
Specific adjusting items*						(10,652)
Finance income						25,071
Finance costs						(36,897)
Loss before income tax						(43,935)

* Please refer to glossary of alternative performance measures (APM) on pages 135 to 222.
** See note 7.

The Group did not have inter-segment revenues in any of the periods shown above.

(ii) Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segment for the year ended:

(USD '000)	West Med	Central Med	East Med	Americas	Other	Total
31 March 2023						
Segment assets	**116,001**	**88,131**	**46,248**	**419,143**	**49,394**	**718,917**
Equity-accounted investees	15,893	1,528	–	–	407	17,828
Unallocated assets						163,852
Total assets						**900,597**
Segment liabilities	**56,591**	**59,679**	**13,961**	**375,049**	**32,004**	**537,284**
Unallocated liabilities						328,019
Total liabilities						**865,303**
31 March 2022						
Segment assets	112,804	91,657	39,058	394,813	59,025	697,357
Equity-accounted investees	11,315	2,294	–	–	464	14,073
Unallocated assets						100,441
Total assets						811,871
Segment liabilities	53,828	63,358	15,424	363,149	39,567	535,326
Unallocated liabilities						226,148
Total liabilities						761,474

(iii) Other segment information

The following table details other segment information for the year ended:

(USD '000)	West Med	Central Med	East Med	Americas	Other	Unallocated	Total
Year ended 31 March 2023							
Depreciation and amortisation expenses	**(11,368)**	**(3,723)**	**(3,058)**	**(6,173)**	**(2,766)**	**(189)**	**(27,277)**
Additions to non-current assets*							
– Capital expenditures**	**1,369**	**706**	**457**	**98,111**	**194**	**73**	**100,910**
Total additions to non-current assets*	**1,369**	**706**	**457**	**98,111**	**194**	**73**	**100,910**
Year ended 31 March 2022							
Depreciation and amortisation expenses	(12,262)	(3,177)	(2,794)	(3,488)	(2,487)	(252)	(28,467)
Additions to non-current assets*							
– Capital expenditures	396	1,338	63	92,607	209	20	94,633
Total additions to non-current assets*	**396**	**1,338**	**63**	**92,607**	**209**	**20**	**94,633**

* Non-current assets exclude those relating to deferred tax assets and financial instruments (including equity-accounted investees).
** Total Capital expenditures on non-current assets includes prepayments into fixed assets.

(iv) Geographical information

The Port operations of the Group are managed on a worldwide basis, but operational ports and management offices are primarily in Turkey, Montenegro, Malta, Spain, Bahamas, Antigua & Barbuda, Italy and Croatia. The geographic information below analyses the Group's revenue and non-current assets by countries. In presenting the following information, segment revenue has been based on the geographic location of port operations and segment non-current assets were based on the geographic location of the assets.

Revenue	Year ended 31 March 2023 (USD '000)	Year ended 31 March 2022 (USD '000)
Bahamas	**129,651**	100,269
Spain	**30,303**	7,291
Turkey	**23,482**	2,169
Malta	**11,996**	6,333
Montenegro	**8,510**	8,604
Antigua & Barbuda	**6,127**	2,550
Italy	**2,765**	842
Croatia	**580**	352
Denmark	**182**	–
	213,596	128,410

Non-current assets	As at 31 March 2023 (USD '000)	As at 31 March 2022 (USD '000)
Turkey	**40,790**	42,850
Spain	**99,125**	105,686
Malta	**104,732**	110,043
Montenegro	**52,793**	58,712
Italy	**5,136**	5,878
Bahamas	**353,013**	243,476
Antigua & Barbuda	**61,746**	63,247
UK	**9,553**	9,096
Croatia	**2,333**	2,528
Denmark	**1,091**	1,069
Canada	**70**	–
Unallocated	**21,730**	20,677
	752,112	663,262

Non-current assets relating to deferred tax assets and financial instruments (including equity-accounted investments) are presented as unallocated.

(v) Information about major customers

IFRIC 12 construction revenue relates to ongoing construction at Nassau Cruise Port, Tarragona Cruise Port and Cruise Ports in Canary Islands. Excluding IFRIC 12 revenue, the Group did not have a single customer that accounted for more than 10% of the Group's consolidated revenue in any of the periods presented.

6 Revenue

For the year ended 31 March 2023 and 31 March 2022, revenue comprised the following:

	West Med		Central Med		East Med		Americas		Other		Consolidated	
(USD '000)	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022
Point in time												
Cargo Handling	**–**	–	**–**	–	**–**	–	**–**	–	**7,927**	7,762	**7,927**	7,762
Primary Port operations	**22,657**	4,810	**8,512**	2,819	**18,307**	1,189	**38,476**	12,919	**292**	256	**88,244**	21,993
Ancillary port service	**2,049**	549	**384**	908	**1,647**	299	**635**	847	**2,652**	1,645	**7,367**	4,248
Destination service	**27**	–	**693**	184	**1**	–	**–**	–	**–**	–	**721**	184
Other ancillary	**461**	196	**424**	359	**657**	353	**120**	339	**429**	2	**2,091**	1,249
Over time												
Area Management	**1,532**	655	**4,748**	2,905	**3,450**	680	**1,057**	612	**18**	21	**10,805**	4,873
IFRIC 12 Construction	**951**	–	**–**	–	**–**	–	**95,490**	88,101	**–**	–	**96,441**	88,101
Total Revenues as reported in Note 5	**27,677**	6,210	**14,761**	7,175	**24,062**	2,521	**135,778**	102,818	**11,318**	9,686	**213,596**	128,410

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers:

Revenue	**Year ended 31 March 2023 (USD '000)**	Year ended 31 March 2022 (USD '000)
Receivables, which are included in 'trade and other receivables'	**14,380**	11,313
Contract assets	**411**	476
Contract liabilities	**(896)**	(1,081)
	13,895	10,707

The contract assets primarily relate to the Group's rights to consideration for work completed but not billed at the reporting date on Commercial services provided to vessels and management agreements. The contract assets are transferred to receivables when the rights become unconditional. This occurs when the Group issues an invoice to the customer.

The contract liabilities primarily relate to the advance consideration received from customers for services not yet provided. These amounts will be recognised as revenue when the services has provided to customers and billed, which based on the nature of the business is less than a one week period.

The amount of USD 1,081 thousand recognised in contract liabilities at the beginning of the period has been recognised as revenue for the period ended 31 March 2023. The contract liabilities amounting to USD 896 thousand will be recognised as revenue during the year ending 31 March 2024.

The amount of revenue recognised in the period ended 31 March 2023 from performance obligations satisfied (or partially satisfied) in previous periods is USD 411 thousand. This is mainly due to the nature of operations, Group does not work on long term agreements with its customers.

No information is provided about remaining performance obligations at 31 March 2023 that have an original expected duration of one year or less, as allowed by IFRS 15.

7 Cost of sales

For the year ended 31 March 2023 and 31 March 2022, cost of sales comprised the following:

	2023 (USD '000)	2022 (USD '000)
IFRIC-12 Construction expenses	**94,512**	86,338
Depreciation and amortization expenses	**24,698**	25,626
Personnel expenses*	**12,728**	8,249
Security expenses	**3,823**	1,756
Insurance expense	**3,593**	3,719
Commission fees to government authorities and pilotage expenses	**2,772**	695
Repair and maintenance expenses	**1,765**	1,212
Cost of inventories sold	**1,676**	678
Replacement provision	**585**	671
Other expenses	**3,729**	2,382
Total	**149,881**	131,326

* 4,248 thousand USD (2022: 1,209 thousand USD) of total personnel expenses are related to outsourced personnel expenses.

8 Administrative expenses

For the year ended 31 March 2023 and 31 March 2022, administrative expenses comprised the following:

	2023 (USD '000)	2022 (USD '000)
Personnel expenses	**9,226**	7,228
Depreciation and amortization expenses	**2,577**	2,837
Consultancy expenses	**2,926**	2,817
Representation and travel expenses	**475**	247
Other expenses	**3,658**	3,633
Total	**18,862**	16,762

The analysis of the auditor's remuneration is as follows:

	2023 (USD '000)	2022 (USD '000)
Fees payable to PKF Littlejohn LLP and their associates for the audit of the Company's annual accounts	**425**	399
Fees payable to PKF Littlejohn LLP and their associates for the audit of the Company's subsidiaries	**215**	160
Fees payable to KPMG LLP and their associates for the audit of the Company's subsidiaries	**–**	45
Total audit fees	**640**	604
Audit-related assurance services PKF Littlejohn LLP and their associates	**83**	27
Total non-audit fees	**83**	27
Total fees	**723**	631

9 Staff numbers and costs

The average number of persons employed by the group (including directors) during the year, analysed by category, was as follows:

	2023	2022
Permanent	**562**	493
Total	**562**	493

The aggregate payroll costs of these persons were as follows:

	2023 (USD '000)	2022 (USD '000)
Employee benefits	**18,577**	14,885
– Wages and salaries	**14,923**	12,659
– Social security contributions	**998**	687
– Overtime & Bonuses paid	**1,023**	291
– Benefits	**1,212**	903
– Defined benefit obligations	**361**	217
– Equity-settled share-based payment arrangements	**59**	128

10 Other income and other expenses

During the year ended 31 March 2023 and 31 March 2022, other income comprised the following:

	2023 (USD '000)	2022 (USD '000)
IFRS 16 gain from concession fee waivers	**600**	964
Foreign currency income from operations	**–**	1,138
Government support*	**1,472**	1,681
Income from reversal of replacement provisions (note 27)	**287**	
Other	**247**	1,386
Total	**2,606**	5,169

* Italian and Spanish governments provided non-reimbursable Covid-19 support payments.

During the year ended 31 March 2023 and 31 March 2022, other expenses comprised the following:

	2023 (USD '000)	2022 (USD '000)
Project expenses	**11,541**	7,897
Foreign currency losses from operations	**1,839**	–
Indemnity payments	**80**	2,235
Impairment loss on Equity Accounted investments	**659**	–
Other	**1,745**	2,513
Total	**15,864**	12,645

11 Finance income and costs

During the year ended 31 March 2023 and 31 March 2022, finance income comprised the following:

Finance income	**2023 (USD '000)**	2022 (USD '000)
Other foreign exchange gains	**3,382**	20,610
Income from repurchase of bonds	**–**	3,818
Interest income on related parties	**527**	453
Interest income on banks and others	**1,587**	8
Interest income from housing loans	**4**	(6)
Other interest income	**176**	188
Total	**5,676**	25,071

The income from financial instruments within the category financial assets at amortized cost is USD 2,118 thousand (31 March 2022: USD 455 thousand). Income from financial instruments within the category fair value through profit and loss is USD 165 thousand (31 March 2022: USD 188 thousand).

11 Finance income and costs continued

For the year ended 31 March 2023 and 31 March 2022, finance costs comprised the following:

Finance costs	2023 (USD '000)	2022 (USD '000)
Interest expense on loans and borrowings	**34,740**	21,675
Foreign exchange losses from Eurobond	**–**	3,354
Foreign exchange losses on other loans and borrowings	**1,058**	2,482
Interest expense on leases	**3,756**	3,932
Foreign exchange losses on equity translation*	**412**	1,330
Other foreign exchange losses	**1,899**	430
Loan commission expenses	**3,303**	2,551
Unwinding of provisions during the year (Note 30)	**333**	344
Letter of guarantee commission expenses	**462**	15
Other interest expenses	**1,698**	763
Other costs	**57**	21
Total	**47,718**	36,897

* Ege Port and Bodrum Cruise Port have functional currency of USD while their books are required to be kept as per Turkish Companies Law "VUK 213" article 215 in TL. All equity transactions are made in TL and transaction incurred during the year are being translated to USD resulting in foreign exchange differences in profit or loss.

The interest expense for financial liabilities not classified as fair value through profit or loss is USD 38,496 thousand (31 March 2022: USD 25,607 thousand).

12 Property and equipment

Movements of property and equipment for the year ended 31 March 2023 comprised the following:

Cost (USD '000)	31 March 2022	Additions	Disposals	Transfers	Currency translation differences	31 March 2023
Leasehold improvements	132,619	411	(300)	752	(1,712)	131,770
Machinery and equipment	20,797	1,511	(163)	219	(433)	21,931
Motor vehicles	12,146	366	(25)	–	(6)	12,481
Furniture and fixtures	11,267	870	(22)	33	(177)	11,971
Construction in progress	9,596	1,166	–	(1,004)	14	9,772
Land improvement	91	4	–	–	–	95
Total	**186,516**	**4,328**	**(510)**	**–**	**(2,314)**	**188,020**

Accumulated depreciation (USD '000)	31 March 2022	Depreciation expense	Disposals	Transfers	Currency translation differences	31 March 2023
Leasehold improvements	39,977	4,339	(121)	–	(246)	43,949
Machinery and equipment	8,900	1,342	(55)	–	(152)	10,035
Motor vehicles	9,670	1,007	(38)	–	(3)	10,636
Furniture and fixtures	6,487	729	(14)	–	(57)	7,145
Land improvement	71	4	–	–	–	75
Total	**65,105**	**7,421**	**(228)**	**–**	**(458)**	**71,840**
Net book value	**121,411**			**–**		**116,180**

Movements of property and equipment for the year ended 31 March 2022 comprised the following:

Cost (USD '000)	31 March 2021	Additions	Disposals	Transfers	Currency translation differences	31 March 2022
Leasehold improvements	135,966	641	–	(156)	(3,832)	132,619
Machinery and equipment	21,002	969	(18)	6	(1,162)	20,797
Motor vehicles	12,011	136	(32)	–	31	12,146
Furniture and fixtures	10,792	1,015	(23)	–	(517)	11,267
Construction in progress	6,834	2,669	–	150	(57)	9,596
Land improvement	87	4	–	–	–	91
Total	186,692	5,434	(73)	–	(5,537)	186,516

Accumulated depreciation (USD '000)	31 March 2021	Depreciation expense	Disposals	Transfers	Currency translation differences	31 March 2022
Leasehold improvements	36,265	4,446	–	–	(734)	39,977
Machinery and equipment	8,009	1,335	(16)	–	(428)	8,900
Motor vehicles	9,633	946	(23)	–	(886)	9,670
Furniture and fixtures	5,868	822	(7)	–	(196)	6,487
Land improvement	59	12	–	–	–	71
Total	59,834	7,561	(46)	–	(2,244)	65,105
Net book value	126,858					121,411

As at 31 March 2023, the net book value of machinery and equipment purchased through leasing amounted to USD 0 thousand (31 March 2022: USD 0 thousand), and the net book value of motor vehicles purchased through leasing amounted to USD 1,321 thousand (31 March 2022: USD 2,157 thousand). In 2023, the Group acquired machinery and equipment amounting to USD 14 thousand through finance leases (31 March 2022: USD 142 thousand).

As at 31 March 2023 and 31 March 2022, according to the "TOORA" and "BOT" tender agreements signed with the related Authorities, at the end of the agreement periods, real estate with their capital improvements will be returned as running, clean, free of any liability and free of charge. The details of the pledge or mortgage on property and equipment regarding the loans and borrowings are explained on Note 29.

During the year ended 31 March 2023 and 31 March 2022, no borrowing costs were capitalised into property and equipment.

As at 31 March 2023, the insured amount of property and equipment amounts to USD 373,200 thousand (31 March 2022: USD 284,651 thousand).

13 Intangible assets

Movements of intangible assets for the year ended 31 March 2023 comprised the following:

Cost (USD '000)	**31 March 2022**	**Additions**	**Disposal**	**Currency translation differences**	**31 March 2023**
Port operation rights	**533,150**	**119,279**	**(5,561)**	**(6,020)**	**640,848**
Customer relationships	**5,402**	**–**	**–**	**(36)**	**5,366**
Software	**626**	**28**	**–**	**(14)**	**640**
Other intangibles	**1,097**	**124**	**(1)**	**(54)**	**1,166**
Total	**540,275**	**119,431**	**(5,562)**	**(6,124)**	**648,020**

Accumulated amortisation (USD '000)	**31 March 2022**	**Amortisation expense**	**Disposal**	**Currency translation differences**	**31 March 2023**
Port operation rights	**123,561**	**16,315**	**(5,109)**	**(1,661)**	**133,106**
Customer relationships	**4,237**	**141**	**–**	**(1)**	**4,377**
Software	**593**	**17**	**–**	**(14)**	**596**
Other intangibles	**913**	**50**	**(1)**	**(44)**	**918**
Total	**129,304**	**16,523**	**(5,110)**	**(1,720)**	**138,997**
Net book value	**410,971**				**509,023**

13 Intangible assets continued

Movements of intangible assets for the year ended 31 March 2022 comprised the following:

Cost (USD '000)	31 March 2021	Additions	Disposal	Currency translation differences	31 March 2022
Port operation rights	441,621	105,518	–	(13,989)	533,150
Customer relationships	5,482	–	–	(80)	5,402
Software	665	4	(10)	(33)	626
Other intangibles	1,233	41	–	(177)	1,097
Total	449,001	105,563	(10)	(14,279)	540,275

Accumulated amortisation (USD '000)	31 March 2021	Amortisation expense	Disposal	Currency translation differences	31 March 2022
Port operation rights	111,620	16,867	–	(4,926)	123,561
Customer relationships	4,095	156	–	(14)	4,237
Software	499	130	(6)	(30)	593
Other intangibles	877	170	–	(134)	913
Total	117,091	17,323	(6)	(5,104)	129,304
Net book value	331,910				410,971

The details of Port operation rights as at 31 March 2023 and 31 March 2022 are as follows:

	As at 31 March 2023		As at 31 March 2022	
(USD '000)	**Carrying Amount**	**Remaining Amortisation Period**	Carrying Amount	Remaining Amortisation Period
Creuers del Port de Barcelona	**66,217**	**87 months**	78,002	99 months
Cruceros Malaga	**8,865**	**113 months**	9,683	125 months
Valletta Cruise Port	**55,366**	**524 months**	58,043	536 months
Port of Adria	**13,137**	**249 months**	14,113	261 months
Tarragona Cruise Port	**671**	**132 months**	–	–
Global Ports Canary Islands	**5,021**	**477 months**	–	–
GPH Alicante	**1,059**	**180 months**	–	–
Ege Port	**8,533**	**120 months**	9,360	132 months
Bodrum Cruise Port	**2,308**	**540 months**	2,360	552 months
Nassau Cruise Port	**344,080**	**293 months**	234,915	305 months
Cagliari Cruise Port	**1,144**	**45 months**	1,485	57 months
Catania Cruise Port	**1,339**	**57 months**	1,628	69 months

All port operating rights have arisen as a result of IFRS 3 Business combinations, except Barcelona Port Investments, Catania Cruise Port, Nassau Cruise Port, Tarragona, Canary Islands and Alicante, which arose as a result of applying IFRIC 12. Each port represents a separate CGU as per IAS 36.

For the year ended 31 March 2023, borrowing costs amounting USD 16,483 thousand have been capitalized into intangible assets (2022: USD 16,364 thousand). No project expenses directly attributable to the creation of the port right have been capitalized as part of the port operating rights.

Recoverability of Intangible Assets

Management made regular checks on internal and external impairment indicators. Based on the last year performance of the Group companies, there was a full recovery seen after Covid 19, Passenger and call numbers exceeded the last comparative year of 2019, and all tariffs and operational revenues were either at the same level or higher compared to 2019. Management is confident on the carrying amounts of its subsidiaries being fair, with no impairment of any assets being deemed necessary.

14 Goodwill

Movements of goodwill associated with Ege Port for the year ended 31 March 2023 and 31 March 2022 comprised the following:

Cost	USD '000
At 31 March 2022	13,483
Exchange difference	–
At 31 March 2023	**13,483**

The recoverable amount of this CGU was based on its value in use, determined by discounting the estimated future cash flows to be generated from the continuing use of the CGU. The carrying amount of the CGU was determined to be lower than its recoverable amount of USD 87.1 million (2022: USD 87.6 million) and no impairment loss during 2023 (2022: nil) was recognised.

The key assumptions are the expected increase in the number of calls and passengers of the port and the discount rate used. Cash flows used to calculate value-in-use are prepared in USD. A post-tax discount rate of 17.64% (2022: 14.94%) was used for discounting future cash flows to the reporting date. The number of passengers was forecasted per call list registered for calendar year 2023 as 764 thousand, followed by growth of 3% per annum until 2028 and 2.5% until end of concession (2022: The number of passengers was assumed to get back to its level in 2016 by the end of 2023, followed by growth of 2.7% per annum until end of concession). 10 years of cash flows (2022: 11 years) were included in the discounted cash flow instead of 5 years plus terminal value as the life of the rights are determined in the concession agreement. The discount rate was estimated based on the historical industry average weighted-average cost of capital, with a possible debt leveraging of 7.9% (2022: 12.7%) at a market interest rate of 17.2% (2022: 11.0%). The growth is forecasted based on the nature of the business and historical experience. Average days during cruise season used is 210 days, average cruise itineraries of 7 days during 2016-2019 is used during the forecast period. An average of 12 ship calls are added for every itinerary change for the region.

The cash flow model is constructed on a post-tax basis and the discount rate used is post-tax. An equivalent pre-tax discount rate would be 19.84% (2022: 16.36%).

The estimated recoverable amount of the CGU exceeded its carrying amount by approximately USD 51.6 million (2022: USD 49.8m). A 1% change in discount rate will result a change of USD 3.3 million, and a 20% change in growth rate assumptions will result a change of USD 3.5 million in total value-in-use computed.

Management has not identified any reasonably possible change in the number of passengers or the discount rate that could cause the carrying amount to exceed the recoverable amount.

15 Equity-accounted investments

The nature of the operations and the locations of the equity-accounted investees of the Company are listed below:

Equity-accounted investees	Locations	Operations
LCT – Lisbon Cruise Terminals, LDA ("LCT")	Portugal	Port operations
SATS – Creuers Cruise Services Pte. Ltd. ("Singapore Port")	Singapore	Port operations
Venezia Investimenti Srl. ("Venice Investment")	Italy	Port investments
Goulette Cruise Holding Ltd. ("La Goulette")	UK	Port investments
Pelican Peak Investments Inc ("Pelican Peak")	Canada	Ancillary services

Lisbon Cruise Terminals

The Group has entered into the concession agreement of Lisbon Cruise Port within the framework of a public-service concession on 18 July 2014 as part of the consortium comprising Global Liman, RCCL, Creuers and Group Sousa – Investimentos SGPS, LDA. The operation right of Lisbon Cruise Port has been transferred by the Port Authority of Lisbon to LCT-Lisbon Cruise Terminals, LDA, which was established by the Consortium on 26 August 2014. The Group has a 46.2% effective interest in Lisbon Cruise Terminals as at 31 March 2023, hence the Group can only appoint a minority of Directors to the Board and therefore does not have control over the entity. Lisbon Cruise Terminals has been recognised as an equity-accounted investee in the consolidated financial report as at and for the periods ended 31 March 2023 and 2022.

Singapore Port

Barcelona Port Investments, S.L ("BPI") was established as a joint venture between the Group and Royal Caribbean Cruises Ltd. ("RCCL") on 26 July 2013 for the purpose of acquiring Creuers. GPH CPF has 62% ownership in BPI. Creuers holds a 100% interest in the port operation rights for the Barcelona cruise port, as well as an 100% interest in the port operation rights for the Malaga cruise port and a 40% interest in the port operation rights for the Singapore cruise port. Singapore cruise port has a fiscal year starting from 1 April and ending on 31 March. The effective interest held on Singapore cruise port is 24.8%. Singapore has been recognised as an equity-accounted investee in the consolidated financial report as at and for the periods ended 31 March 2023 and 2022.

15 Equity-accounted investments continued

Venice Investment

Venezia Investimenti Srl is an international consortium formed for investing in Venezia Terminal Passegeri S.p.A ("VTP"). The international consortium formed as a joint venture by GPH, Costa Crociere SpA, MSC Cruises SA and Royal Caribbean Cruises Ltd each having a 25% share of the Company.

Goulette Cruise Holding

Goulette Cruise Holding is a joint venture established 50%-50% between the Company and MSC Cruises S.A. ("MSC"), to acquire La Goulette Shipping Cruise, which operates the cruise terminal in La Goulette, Tunisia. The Company made a share capital contribution for its 50% shareholding amounting to €55 thousand and issued a loan of USD 6 million in December 2019 to fund the acquisition of La Goulette Shipping Cruise proportionately to its share. The joint venture acquired the shares in La Goulette Shipping Cruise on 26 December 2019.

Pelican Peak

The Group invested in Pelican Peak, a company established in Canada and operating in the Caribbean region to provide ancillary services to cruise passengers. The investment in Pelican Peak shares were made as part of the Group's plans to integrate its services vertically and increase ancillary service opportunities of the Group.

Impairment analysis

An indicator of impairment has been identified for the investment of Venezia Investimenti ("VI"). Whilst Venice Cruise Port, 48% investment of VI, has continued to operate through the period, additional safety policies actioned by the Italian government resulted in the number of ships visiting the port to be limited and the port has not grown as expected since acquisition in 2016, and the concession period remaining decreased significantly. As a result, a detailed analysis of the investment has been made taking into consideration the recent limitations and restrictions to cruise traffic in Venice, and an impairment of USD 0.6 million has been recognised. Management has used forecasts prepared by Venice Cruise Port ("VCP") management to evaluate recoverability of Venice Cruise Port, to decide on the potential investment value of VCP in VI.

For the year ended 31 March 2023

At 31 March 2023, Venezia Investimenti, Lisbon Cruise Terminals, Goulette Cruise Holding, Singapore Port and Pelican Peak are equity-accounted investees in which the Group participates.

The following table summarises the financial information of Goulette Cruise Holding, Venezia Investimenti, Lisbon Cruise Terminals, Singapore Port and Pelican Peak as included in the consolidated financial statements as at 31 March 2023. The table also reconciles the summarised financial information to the carrying amount of the Group's interest in Lisbon Cruise Terminals and Singapore Port.

(USD'000)	Pelican Peak	Goulette Cruise Holding	Venezia Investimenti	Lisbon Cruise Terminals	Singapore Port
Percentage ownership interest	**10.23%**	**50.00%**	**25.00%**	**50.00%**	**40.00%**
Non-current assets	**4,821**	**14,208**	**13,083**	**25,590**	**8,568**
Current assets	**(1)**	**3,665**	**3,082**	**3,331**	**20,747**
Non-current liabilities	**(471)**	**(18,673)**	**(9,951)**	**(8,642)**	**(4,653)**
Current liabilities	**(369)**	**(300)**	**(101)**	**(2,310)**	**(7,398)**
Net assets (100%)	**3,980**	**(1,100)**	**6,113**	**17,969**	**17,264**
Group's share of net assets	**407**	**(550)**	**1,528**	**8,985**	**6,906**
Carrying amount of interest in equity-accounted investees	**407**	**–***	**1,528**	**8,985**	**6,906**
Revenue	**–**	**–**	**–**	**7,790**	**26,314**
Expenses	**(424)**	**–**	**(89)**	**(6,028)**	**(17,668)**
Profit and total comprehensive income for the year (100%)	**(424)**	**(391)**	**(89)**	**1,762**	**8,646**
Group's share of profit and total comprehensive income	**(43)**	**–***	**(22)**	**881**	**3,458**

* The Group has no obligation to fund Goulette's operations nor has it made payments on behalf of Goulette. The Group's interest in Goulette is reduced to zero, and the yearly result recognized is the balance nullifying the equity.

As at 31 March 2023, the amounts in the below table include the following:

(USD '000)	Pelican Peak	Goulette Cruise Holding	Venezia Investimenti	Lisbon Cruise Terminals	Singapore Port
Cash and cash equivalents	1	4	2,868	1,509	18,743
Non-current financial liabilities (excluding trade and other payables and provisions)	(471)	(18,673)	–	(8,498)	(4,316)
Current financial liabilities (excluding trade and other payables and provisions)	–	–	–	(1,343)	(1,874)
Interest income	–	728	–	–	–
Depreciation and amortisation	–	–	–	(1,204)	(2,485)
Interest expense	(6)	(723)	–	(431)	(46)
Income tax expense	–	–	–	(583)	(1,785)

For the year ended 31 March 2023, the Group's share of profit and total comprehensive income is set out below:

(USD '000)	Net profit/ (loss)
Singapore Port	3,458
Venezia Investimenti	(22)
Pelican Peak	(43)
Goulette Cruise Holding	–
Lisbon Cruise Terminals	881
Group's share of profit/(loss) and total comprehensive income	**4,274**

For the year ended 31 March 2022

At 31 March 2022, Venezia Investimenti, Lisbon Cruise Terminals, Goulette Cruise Holding, Singapore Port and Pelican Peak are equity-accounted investees in which the Group participates.

The following table summarises the financial information of Goulette Cruise Holding, Venezia Investimenti, Lisbon Cruise Terminals, Singapore Port and Pelican Peak as included in the consolidated financial statements as at 31 March 2022. The table also reconciles the summarised financial information to the carrying amount of the Group's interest in Lisbon Cruise Terminals and Singapore Port.

(USD '000)	Pelican Peak	Goulette Cruise Holding	Venezia Investimenti	Lisbon Cruise Terminals	Singapore Port
Percentage ownership interest	10.23%	50.00%	25.00%	50.00%	40.00%
Non-current assets	5,288	16,915	16,205	27,228	10,623
Current assets	–	512	3,200	2,976	8,287
Non-current liabilities	(400)	(17,701)	(10,198)	(12,614)	(5,854)
Current liabilities	(353)	(478)	(33)	(1,583)	(4,776)
Net assets (100%)	4,535	(752)	9,174	16,007	8,280
Group's share of net assets	464	(376)	2,294	8,003	3,312
Carrying amount of interest in equity-accounted investees	**464**	**–***	**2,294**	**8,003**	**3,312**
Revenue	–	686	–	3,904	22,377
Expenses	90	(853)	(143)	(4,464)	(27,672)
Profit and total comprehensive income for the year (100%)	90	(167)	(143)	(560)	(5,295)
Group's share of profit and total comprehensive income	**9**	**–***	**(36)**	**(280)**	**(2,118)**

* The Group has no obligation to fund Goulette's operations nor has it made payments on behalf of Goulette. The Group's interest in Goulette is reduced to zero, and the yearly result recognized is the balance nullifying the equity.

15 Equity-accounted investments continued

As at 31 March 2022, the amounts in the below table include the following:

(USD '000)	Pelican Peak	Goulette Cruise Holding	Venezia Investimenti	Lisbon Cruise Terminals	Singapore Port
Cash and cash equivalents	–	505	3,187	1,616	6,533
Non-current financial liabilities (excluding trade and other payables and provisions)	(401)	(17,701)	–	(12,620)	(5,412)
Current financial liabilities (excluding trade and other payables and provisions)	–	–	–	(547)	(1,326)
Interest income	–	683	–	–	–
Depreciation and amortisation	–	–	–	(1,367)	(2,968)
Impairment loss on trade receivables and contract assets*	–	–	–	–	(7,834)
Interest expense	(5)	(732)	–	(406)	(36)
Income tax expense	–	–	–	172	(737)

* Impairment loss booked in Singapore during FY2022 is related to bankruptcy of one of the Cruise Lines mostly operating in Asian region.

For the year ended 31 March 2022, the Group's share of profit and total comprehensive income is set out below:

(USD '000)	Net profit/ (loss)
Singapore Port	(2,118)
Venezia Investimenti	(36)
Pelican Peak	9
Goulette Cruise Holding	–
Lisbon Cruise Terminals	(280)
Group's share of profit/(loss) and total comprehensive income	**(2,425)**

16 Taxation

Corporate tax

Turkey

Advance corporate income tax payments are made on a quarterly basis and are offset against the final corporate income tax liability of the company for the period.

The tax legislation does not permit a parent company and its subsidiaries to file a consolidated tax return. Therefore, provision for taxes shown in the consolidated financial statements reflects the total amount of taxes calculated on each Turkish company that is included in the consolidation without taking into account any offset.

Losses can be carried forward for offsetting against future taxable income for up to 5 years. Losses cannot be carried back.

The tax rate used in the calculation of deferred tax assets and liabilities was 20% over temporary timing differences expected to be reversed in calender year 2024 and the following years (2022: 23% over temporary timing differences expected to be reversed in 2023, and 20% over temporary timing differences expected to be reversed in 2024 and the following years).

Spain

Corporate income tax is levied at the rate of 25% on the statutory corporate income tax base (2022: 25%).

BPI files a consolidated income tax return for the Spanish companies, namely Creuers, Cruceros and BPI.

Losses can be carried forward indefinitely to offset future taxable income, subject to certain limitations. Losses cannot be carried back.

Other countries
The corporate tax rates in the UK, Netherlands, Italy, Malta and Montenegro are 19%, 25%, 28%, 35% and 9%, respectively.

Bahamas has a corporate tax rate of 0%, and Antigua & Barbuda operations are tax exempt as per the concession agreement.

Tax expense
In the years ended 31 March 2023 and 31 March 2022, income tax expense comprised the following:

	2023 (USD '000)	2022 (USD '000)
Current tax charge		
In respect of the current year	**(1,838)**	(409)
Adjustments for prior year	**–**	–
Total	**(1,838)**	(409)
Deferred tax benefit		
In respect of the current year	**(931)**	(34)
Origination and reversal of temporary differences	**–**	–
Reduction in tax rate	**–**	–
Recognition of previously unrecognized tax losses	**1,761**	(162)
Total	**830**	(196)
Total tax expense	**(1,008)**	(605)

As at 31 March 2023 and 31 March 2022, current tax liabilities for the period comprised the following:

	2023 (USD '000)	2022 (USD '000)
Current tax liability at 1 January	**377**	157
Current tax charge	**1,838**	409
Change in prepaid taxes	**(29)**	–
Interest accrued	**26**	–
Currency translation difference	**14**	(16)
Taxes paid during year	**(1,417)**	(173)
Total	**809**	377

The tax reconciliation for the years ended 31 March 2023 and 31 March 2022 is as follows:

	2023 (USD '000)	2022 (USD '000)
Profit/(loss) before income tax	**(9,541)**	(43,935)
Average income tax rate of 18.39% (2022: 19.35%)	**1,755**	8,502
Income from tax exempt maritime operations*	**(789)**	(232)
Recognition of previously unrecognised losses	**1,761**	(162)
Tax effect of share of profits on equity accounted investees	**909**	(1,703)
Permanent differences including losses not recognised for deferred tax**	**(2,845)**	12,473
Disallowable expenses	**(2,287)**	(19,250)
Non qualifying depreciation	**(60)**	(225)
Other	**548**	(8)
	(1,008)	(605)

* Income generated through the services provided to vessels covered by the Turkish International Ship Registry Law authorised on 16 December 1999 is not subject to income tax and expenses related to these operations as they are considered disallowable expenses.

** In some jurisdictions in which the Group is operating, tax consolidation is not allowed, hence the losses created on investment holding companies are recognized as tax losses, and its revenue streams comprised of dividend income, which is not taxable, therefore related losses are not recognized as deferred tax.

The Group has presented the required tax reconciliation above as a reconciliation to the weighted average tax rate of the group as opposed to the UK statutory rate as the directors considered this to provide the most relevant analysis. This is because of the insignificant level of taxable activities in the UK.

16 Taxation continued

Deferred tax

The balance comprises temporary differences attributable to:

	2023		2022	
	Deferred tax assets USD'000	**Deferred tax liabilities USD'000**	Deferred tax assets USD'000	Deferred tax liabilities USD'000
Property and equipment	**5**	**(2,757)**	553	(5,042)
Intangible assets	**2,543**	**(40,378)**	740	(41,772)
Tax losses carried forward*	**112**	**–**	1,260	–
Provision for employment termination indemnity and vacation pay	**141**	**–**	110	–
Other	**4,088**	**–**	6,274	(17)
Subtotal	**6,889**	**(43,135)**	8,937	(46,831)
Set off of tax	**(2,987)**	**2,987**	(2,333)	2,333
Total deferred tax assets/(liabilities)	**3,902**	**(40,148)**	6,604	(44,498)

* At the reporting date, the Group has statutory tax losses available for offsetting against future profits in Turkish operations. Such carried forward tax losses do not expire until 2027 Deferred tax assets have been recognised in respect of these items since it is probable that future taxable profits will be available against which the Group can utilise the benefits there from.

The following is the analysis of deferred tax assets/(liabilities) presented in the consolidated balance sheet:

(USD'000)	Property and equipment	Tax losses carried forward	Provision for employment termination indemnity and vacation pay	Intangible assets	Other	Total
At 1 April 2021	(4,560)	7,737	223	(45,654)	4,068	(38,186)
(Charge)/credit to profit or loss	239	(5,097)	(68)	2,478	2,252	(196)
Through equity	–	–	–	–	7	7
Exchange differences	(168)	(1,380)	(45)	2,144	(70)	481
At 31 March 2022	**(4,489)**	**1,260**	**110**	**(41,032)**	**6,257**	**(37,894)**
(Charge)/credit to profit or loss	**1,724**	**(1,148)**	**46**	**2,120**	**(1,912)**	**830**
Through equity	**–**	**–**	**–**	**–**	**11**	**11**
Exchange differences	**13**	**–**	**(15)**	**1,077**	**(268)**	**807**
At 31 March 2023	**(2,752)**	**112**	**141**	**(37,835)**	**4,088**	**(36,246)**

As at 31 March 2023 and 31 March 2022, the breakdown of the tax losses carried forward in terms of their final years of utilisation is as follows:

	2023		2022	
Expiry years of the tax losses carried forward (USD'000)	**Recognised**	**Unrecognised**	Recognised	Unrecognised
2022	**–**	**–**	925	2,475
2023	**–**	**1,261**	–	1,292
2024	**–**	**2,189**	1,952	2,243
2025	**–**	**1,912**	1,687	1,960
2026	**–**	**3,963**	913	4,062
2027	**488**	**1,475**	–	–
	488	**10,800**	5,477	12,032

Unrecognised deferred tax assets

At the reporting date, the Group has Turkey and Montenegro statutory tax losses available for offsetting against future profits which are shown on above table. Such carried forward tax losses do not expire until 2027. Deferred tax assets have not been recognised in respect of some portions of these items since it is not probable that future taxable profits will be available against which the Group can utilise the benefits thereof.

Amounts recognised in OCI

(USD '000)	2023 Before tax	2023 Tax (expense)/ benefit	2023 Net of tax	2022 Before tax	2022 Tax (expense)/ benefit	2022 Net of tax
Remeasurement of defined benefit liability	**(116)**	**23**	**(93)**	(65)	16	(49)
Foreign operations – foreign currency translation differences	**(4,634)**	**–**	**(4,634)**	(15,460)	–	(15,460)
Equity accounted investees – share of OCI	**88**	**–**	**88**	(667)	–	(667)
Net investment hedge	**–**	**–**	**–**	(793)	–	(793)
Cash flow hedges	**29**	**–**	**29**	83	–	83
Total	**(4,633)**	**23**	**(4,610)**	(16,902)	16	(16,886)

Uncertainty over income tax treatments

The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience.

17 Trade and other receivables

As at 31 March 2023 and 31 March 2022, trade and other receivables comprised the following:

	2023 (USD '000)	2022 (USD '000)
Trade receivables	**14,791**	11,789
Deposits and advances given*	**4,998**	5,052
Other receivables**	**3,861**	4,307
Total trade and other receivables	**23,650**	21,148

* Deposits and advances given is related to a cash guarantee blocked under Italian Notary to give a letter of Guarantee to Venezia Sviluppo related to the extension of the transaction explained in note 29 (b). As per IAS 32, the Company still has the right to receive the cash back and therefore has been accounted for as a financial asset. As this asset is not held to collect interest, is measured at FVTPL as per IFRS 9 (see note 34).

As at 31 March 2023 and 31 March 2022, trade receivables comprised the following:

	2023 (USD '000)	2022 (USD '000)
Receivables from customers	**14,380**	11,313
Contract assets	**411**	476
Doubtful receivables	**3,159**	2,820
Expected credit loss provision	**(3,159)**	(2,820)
Total	**14,791**	11,789

Movements in the allowance for doubtful trade receivables for the years ended 31 March 2023 and 31 March 2022, comprised the following:

	2023 (USD '000)	2022 (USD '000)
Balance at the beginning of the year	**(2,820)**	(2,770)
Allowance for the year	**(548)**	(1,051)
Collections	**16**	47
Translation difference	**121**	676
Written off during the year	**72**	278
Balance at the end of the year	**(3,159)**	(2,820)

As at 31 March 2023, current trade receivables mature between 1-3 months (2022: 3-6 months).

Credit risk and foreign currency risk with respect to trade and other receivables are disclosed in Note 34.

Loss allowance in respect of trade receivables is recognised in administrative expenses.

18 Other assets

Other non-current assets

As at 31 March 2023 and 31 March 2022, other non-current assets comprised the following:

	2023 (USD '000)	2022 (USD '000)
Housing loans given to employees*	**1,531**	1,882
Deposits and guarantees given	**1,198**	340
Prepaid expenses	**57**	146
Advances given	**3**	5
Other investments	**2**	2
Total	**2,791**	2,375

* As a state-owned company before being acquired by the Group, Port of Adria had granted housing loans to its employees with a maturity of up to 35 years. The housing loans were acquired as part of business combinations and recognised at fair value on acquisition date. Subsequent to the acquisition date the loans have been held as financial assets at amortised cost. Whilst there is credit risk associated with the collection of these loans the Group has mortgage security over the relevant properties and the value of the properties is expected to cover the outstanding amount in the event of a default.

Other current assets

As at 31 March 2023 and 31 March 2022, other current assets comprised the following:

	2023 (USD '000)	2022 (USD '000)
Prepaid expenses	**2,714**	1,115
Prepayments*	**1,001**	23,347
Value added tax receivable	**717**	707
Housing loans	**154**	139
Advances given	**64**	98
Other	**–**	–
Total	**4,650**	25,406

* Advances given to a construction subcontractor in Nassau Cruise Port

19 Inventories

As at 31 March 2023 and 31 March 2022, inventories comprised the following:

	2023 (USD '000)	2022 (USD '000)
Commercial goods	**328**	271
Other inventories*	**636**	667
Total	**964**	938

* Other inventories comprised of replacement parts for the machinery park of Port of Adria.

The cost of inventories recognized as an expense on Cost of Sales during the year in respect of duty free operations run in Valletta Cruise Port and guest information centre sales in other ports was USD 1,676 thousand (31 March 2022: USD 638 thousand).

20 Cash and cash equivalents

As at 31 March 2023 and 31 March 2022, cash and cash equivalents comprised the following:

	2023 (USD '000)	2022 (USD '000)
Cash on hand	**105**	57
Cash at banks	**118,062**	99,605
– Demand deposits	**99,871**	98,010
– Time deposits	**18,221**	1,595
Other cash and cash equivalents	**34**	25
Cash and cash equivalents	**118,201**	99,687

As at 31 March 2023 and 31 March 2022, maturities of time deposits comprised the following:

	2023 (USD '000)	2022 (USD '000)
Up to 1 month	**2**	2
1-3 months	**18,219**	1,593
Total	**18,221**	1,595

As at 31 March 2023 and 31 March 2022, the ranges of interest rates for time deposits are as follows:

	2023	2022
Interest rate for time deposit-TL (highest)	**25.0%**	2.5%
Interest rate for time deposit-TL (lowest)	**8.5%**	2.0%
Interest rate for time deposit-USD (highest)	**–**	–
Interest rate for time deposit-USD (lowest)	**–**	–
Interest rate for time deposit-EUR (highest)	**0.15%**	0.15%
Interest rate for time deposit-EUR (lowest)	**0.05%**	0.05%

As at 31 March 2023, cash at bank held at Antigua, Nassau Cruise Port, Ege Port and Port of Adria amounting to USD 12,621 thousand (31 March 2022: USD 11,962 thousand) is restricted due to debt service reserve amounts regarding financing agreements and subscription guarantees (Note 26). Debt service reserve guarantees were given for the following period's interest and principal payment and can be used when requested for investment purposes.

The Group's exposure to interest rate risk and sensitivity analysis for financial assets and liabilities is disclosed in Note 34.

21 Capital and reserves

(a) Share capital

The Company's shares are ordinary voting shares. There are no preferential rights attached to any shares of the Company.

The details of paid-up share capital as of 31 March 2023 and 31 March 2022 are as follows:

	Number of shares '000	Share capital USD'000	Share Premium USD'000
Balance at 1 April 2021	62,827	811	–
Balance at 31 March 2022	62,827	811	–
Balance at 31 March 2023	**62,827**	**811**	**–**

21 Capital and reserves continued

(b) Nature and purpose of reserves

(i) Translation reserves

The translation reserves amounting to USD 43,100 thousand (31 March 2022: USD 46,462 thousand) are recognised as a separate account under equity and comprises foreign exchange differences arising from the translation of the consolidated financial statements of subsidiaries and equity-accounted investees from their functional currencies (Euro and TL) to the presentation currency USD.

(ii) Legal reserves

Under the Turkish Commercial Code, Turkish companies are required to set aside first and second level legal reserves out of their profits. First level legal reserves are set aside as up to 5% of the distributable income per the statutory accounts each year. The ceiling of the first level reserves is 20% of the paid-up share capital. The requirement to set aside ends when 20% of the paid-up capital level has been reached. Second level legal reserves correspond to 10% of profit distributed after the deduction of the first legal reserves and the minimum obligatory dividend pay-out, but holding companies are not subject to this regulation. There is no ceiling for second level legal reserves and they are accumulated every year. First and second level legal reserves cannot be distributed until they exceed 50% of the capital, but the reserves can be used for offsetting the losses in case free reserves are unavailable. As at 31 March 2023, the legal reserves of the Group amounted to USD 6,014 (31 March 2022: USD 6,014 thousand).

(iii) Hedging reserves

Net investment hedge

In the years ended 31 March 2023 and 31 March 2022, the Company has no active net investment hedge arrangements.

Cash flow hedge

The Group entered into an interest rate swap as of 30 September 2014, in order to hedge its position against changes in interest rates. The effective portion of the cash flow hedge that was recognised in other comprehensive income was USD 142 thousand income (31 March 2022: USD 253 thousand income). The amount that was reclassified from equity to profit and loss within the cash flow hedges – effective portion of changes in fair value line item for the year was USD 113 thousand (31 March 2022: USD 170 thousand) recognized as financial expenses in the profit and loss statement.

The hedge instrument payments will be made in the periods shown below, at which time the amount deferred in equity will be reclassified to profit and loss:

	3 months or less (USD '000)	More than 3 months but less than 1 year (USD '000)	5 years or less but more than 1 year (USD '000)	More than 5 years (USD '000)
Net cash outflows exposure				
Liabilities	**47**	**32**	**23**	**–**
At 31 March 2022	**47**	**32**	**23**	**–**
Net cash outflows exposure				
Liabilities	(27)	(14)	–	–
At 31 March 2023	(27)	(14)	–	–

(iv) Merger reserves

On 17 May 2017, Global Ports Holding PLC was listed on the Standard Listing segment of the Official List and trading on the Main Market of the London Stock Exchange. As part of a restructuring accompanying the Initial Public Offering ("IPO") of the Group on 17 May 2017, Global Ports Holding PLC replaced Global Liman Isletmeleri A.S. as the Group's parent company by way of a Share exchange agreement. Under IFRS 3 this has been accounted for as a Group reconstruction under merger accounting. These consolidated financial statements have been prepared as a continuation of the existing Group. Merger accounting principles for this combination have given rise to a merger reserve of USD 225 million. This has been transferred from the merger reserve to retained earnings subsequent to the share capital reduction, as it does not have any features distinct from retained earnings.

(c) Dividends

Dividend distribution declarations are made by the Company in GBP and paid in USD in accordance with its articles of association, after deducting taxes.

The Board of the Company has decided to suspend dividends with a resolution dated March 2020. Accordingly no dividend was decided or distributed during the year ended 31 March 2023 and 31 March 2022.

The Group has not made any dividend distribution to non-controlling interests during the year ended 31 March 2023 (No dividend distribution during the year ended 31 March 2022).

22 Non-controlling interests

Summarised financial information in respect of each of the Group's subsidiaries that have non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations for the year ended 31 March 2023:

(USD '000)	Ege Port	Bodrum Cruise Port	Valletta	Port of Adria	BPI	Cruceros
NCI percentage	**27.50%**	**40.00%**	**44.40%**	**36.79%**	**38.00%**	**38.00%**
Non-current assets	**21,973**	**4,640**	**106,107**	**52,226**	**84,391**	**16,112**
Current assets	**18,156**	**2,087**	**3,552**	**(2,956)**	**8,704**	**1,508**
Non-current liabilities	**2,880**	**1,555**	**51,358**	**24,701**	**24,035**	**11,358**
Current liabilities	**7,489**	**731**	**4,728**	**6,620**	**5,038**	**2,754**
Net assets	**29,760**	**4,441**	**53,573**	**17,949**	**64,022**	**3,508**
Net assets attributable to NCI	**8,184**	**1,776**	**23,805**	**6,609**	**24,329**	**1,333**
Revenue	**18,809**	**4,673**	**11,996**	**8,510**	**21,323**	**2,834**
Profit	**6,258**	**2,354**	**758**	**(1,820)**	**5,219**	**(243)**
OCI	**(47)**	**(20)**	**(1,297)**	**(587)**	**(982)**	**(158)**
Total comprehensive income	**6,211**	**2,334**	**(539)**	**(2,407)**	**4,237**	**(401)**
Profit for the year attributable to NCI	**1,721**	**942**	**348**	**(670)**	**1,984**	**(93)**
OCI for the year attributable to NCI	**(13)**	**(8)**	**(569)**	**(216)**	**(385)**	**(60)**
Dividends paid to NCI	**–**	**–**	**–**	**–**	**–**	**–**
Net cash inflow/(outflow) from operating activities	**8,166**	**2,072**	**2,611**	**2,120**	**11,015**	**1,517**
Net cash inflow/(outflow) from investing activities	**(282)**	**(193)**	**(334)**	**(52)**	**(282)**	**(26)**
Net cash inflow/(outflow) from financing activities	**(7,942)**	**(1,357)**	**(1,599)**	**(1,867)**	**(5,978)**	**(1,642)**
Net cash inflow/(outflow)	**(58)**	**522**	**679**	**201**	**4,755**	**(151)**

Summarised financial information in respect of each of the Group's subsidiaries that have non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations for the year ended 31 March 2022:

(USD '000)	Ege Port	Bodrum Cruise Port	Valletta	Port of Adria
NCI percentage	27.50%	40.00%	44.40%	36.21%
Non-current assets	24,336	4,644	111,545	58,146
Current assets	10,486	202	1,455	61
Non-current liabilities	5,000	1,746	53,355	29,343
Current liabilities	6,273	993	5,551	8,509
Net assets	23,549	2,106	54,094	20,356
Net assets attributable to NCI	6,477	842	24,027	7,495
Revenue	1,504	665	6,333	8,605
Profit	(6,498)	(532)	(291)	(2,945)
OCI	(33)	(10)	(2,932)	(1,185)
Total comprehensive income	(5,655)	(542)	(3,223)	(4,130)
Profit for the year attributable to NCI	(1,788)	(213)	(130)	(1,084)
OCI for the year attributable to NCI	(9)	(4)	(1,302)	(436)
Dividends paid to NCI	–	–	–	–
Net cash inflow/(outflow) from operating activities	(3,119)	344	2,453	790
Net cash inflow/(outflow) from investing activities	(11)	(44)	(253)	(104)
Net cash inflow/(outflow) from financing activities	2,170	1,691	(2,923)	112
Net cash inflow/(outflow)	(960)	1,990	(722)	798

Canary Islands	Alicante	Cagliari	Catania	Nassau	Balearic Handling	Shore Handling	Total
20%	20%	29.11%	36.83%	51.00%	49.00%	49.00%	
5,838	1,187	1,824	1,766	352,675	262	1,209	
1,230	(115)	1,045	165	35,532	1,059	386	
4,262	1,028	797	659	268,391	–	148	
2,339	99	337	489	54,438	312	36	
467	(55)	1,735	783	65,378	1,009	1,411	
93	(11)	505	288	33,343	494	692	101,440
2,611	7	947	1,053	129,651	1,023	1,356	
444	(56)	59	72	19,230	261	330	
19	(2)	(39)	(14)	–	(7)	(12)	
463	(58)	20	58	19,230	254	318	
89	(11)	17	25	9,807	128	162	14,449
4	–	(11)	(5)	–	(3)	(6)	(1,272)
–	–	–	–	–	–	–	
101	26	231	67	68,645	190	225	
(5,158)	(1,097)	(44)	(180)	(97,989)	(30)	(5)	
1,836	94	(170)	38	(18,975)	(14)	(35)	
(3,221)	(977)	17	(75)	(48,319)	146	185	

BPI	Cruceros	Cagliari	Catania	Nassau	Balearic Handling	Shore Handling	Total
38.00%	38.00%	29.11%	36.83%	51.00%	49.00%	49.00%	
94,224	19,399	2,304	1,954	239,988	287	1,382	
2,458	1,469	773	457	116,043	624	252	
30,433	12,849	968	1,286	274,027	9	197	
8,125	2,420	394	400	35,856	146	344	
58,124	5,599	1,715	725	46,148	755	1,094	
22,087	2,127	499	267	23,536	370	536	88,263
5,124	1,086	382	220	100,269	569	510	
(11,145)	(1,383)	313	(55)	(1,198)	286	(354)	
(3,094)	(348)	(88)	(38)	24,146	(36)	(65)	
(14,239)	(1,731)	225	(93)	22,948	250	(419)	
(4,235)	(525)	91	(20)	(611)	140	(173)	(8,548)
(1,170)	(132)	(26)	(14)	–	(18)	(32)	(3,143)
–	–	–	–	–	–	–	
554	(46)	659	221	(3,252)	99	(110)	
1,291	(14)	3	(47)	(114,537)	(2)	–	
(6,281)	(963)	(179)	(94)	95,940	(121)	(24)	
(4,436)	(1,023)	482	80	(21,848)	(24)	(134)	

23 Loans and borrowings

As at 31 March 2023 and 31 March 2022, loans and borrowings comprised the following:

Current loans and borrowings (USD '000)	2023 (USD '000)	2022 Restated* (USD '000)
Current portion of bonds and notes issued	**17,834**	16,490
Current bank loans	**26,170**	37,090
– TL	**1,757**	1,497
– Other currencies	**24,414**	35,593
Current portion of long-term bank loans	**19,996**	3,355
– TL	**–**	–
– Other currencies	**19,996**	3,355
Lease obligations	**2,487**	3,799
Finance leases	**1,062**	1,162
Lease obligations recognized under IFRS 16	**1,425**	2,637
Total	**66,488**	60,734

Non-current loans and borrowings	2023 (USD '000)	2022 Restated* (USD '000)
Non-current portion of bonds and notes issued	**242,820**	224,109
Non-current bank loans	**303,390**	250,525
– TL	**–**	–
– Other currencies	**303,390**	235,261
Finance lease obligations	**59,744**	63,220
Finance leases	**1,026**	1,974
Lease obligations recognized under IFRS 16	**58,718**	61,246
Total	**605,954**	537,854

As at 31 March 2023 and 31 March 2022, the maturity profile of long-term loans and borrowings comprised the following:

Year	2023 (USD '000)	2022 Restated* (USD '000)
Between 1-2 years	**37,776**	29,060
Between 2-3 years	**24,872**	25,886
Between 3-4 years	**268,247**	29,343
Over 4 years	**215,315**	390,345
Total	**546,210**	474,634

* The split between the current portion and the non-current portion of the CPF loan from Sixth Street has been amended in the prior year comparatives following a reassessment of the accounting treatment of the loan in line with IFRS 9. The result of this amendment is that the current portion of long-term bank loans as at 31 March 2022 (other currencies) has reduced from USD 18,619k by USD 15,264k to USD 3,355k. This has then amended the total current loans and borrowings figure as previously presented as USD 75,998k by reducing the figure by USD 15,264k to USD 60,734k.

In addition, there has been an equal and opposite increase in the non-current bank loans (other currencies) figure as at 31 March 2022, which was previously stated at USD 235,261k and has increased by USD 15,264k to USD 250,525k. This has also then amended the total non-current loans and borrowings figure as previously presented as USD 522,590k by increasing the figure by USD 15,264k to USD 537,854k.

The impact of the above amendment has also impacted the maturity profile of the long term loans as in the below table which has also been restated as at 31 March 2022 to show the impact of the above noted amendment between the years as set out below.

As at 31 March 2023 and 31 March 2022, the maturity profile of lease obligations comprised the following:

(USD '000)	2023			2022		
	Future minimum lease payments	**Interest**	**Present value of minimum lease payments**	Future minimum lease payments	Interest	Present value of minimum lease payments
Less than one year	**4,252**	**(1,765)**	**2,487**	5,357	(1,558)	3,799
Between one and five years	**126,186**	**(66,442)**	**59,744**	133,941	(70,721)	63,220
Total	**130,438**	**(68,207)**	**62,231**	139,298	(72,279)	67,019

Details of the loans and borrowings as at 31 March 2023 are as follows:

Loans and borrowings type	Company name	Currency	Maturity	Interest type	As at 31 March 2023 Interest rate %	Principal	Carrying value
Loans used to finance investments and projects							
Secured loans (i)	Cruise Port Finance	USD	2026	Floating	**Libor + 5.25**	**254,116**	**247,189**
Unsecured Bonds and notes (vi)	Nassau Cruise Port	USD	2040	Fixed	**5.25 – 8.00**	**244,400**	**241,226**
Secured Loan (ii)	Barcelona Port Investments	EUR	2023	Floating	**Euribor + 4.00**	**2,966**	**2,939**
Secured Loan (iii)	Malaga Cruise Port	EUR	2025	Floating	**Euribor 3m + 1.75**	**2,221**	**2,225**
Secured Loan (iv)	Valetta Cruise Port	EUR	2037	Floating	**Euribor + 2.80**	**8,582**	**9,087**
Secured Loan	Cagliari Cruise Port	EUR	2029	Fixed	**1.52 – 5.36**	**395**	**395**
Secured Loan	Bodrum Cruise Port	TL	2023	Fixed	**30%**	**131**	**165**
Secured Loan (v)	Port of Adria	EUR	2025	Floating	**Euribor + 4.25**	**17,384**	**17,549**
Secured Loan	Port of Adria	EUR	2025	Fixed	**3.15**	**383**	**383**
Secured Loan	Balearic Handling	EUR	2025	Fixed	**1.50**	**2**	**2**
Secured Loan	Shore Handling	EUR	2028	Fixed	**1.50**	**187**	**187**
Secured Loan	Barcelona Cruise Port	EUR	2024	Floating	**Euribor + 4.00**	**2,606**	**2,642**
Secured Loan (vii)	Antigua Cruise Port	USD	2026	Floating	**SOFR + 5.75**	**32,282**	**32,139**
Unsecured Loan (viii)	GP Malta Finance	EUR	2030	Fixed	**6.25%**	**19,713**	**19,426**
Secured Loan	Tarragona Cruise Port	EUR	2032	Floating	**Euribor + 2.50%**	**4,266**	**4,266**
Secured Loan	GP Canary Islands	EUR	2023	Fixed	**4.76%**	**1,684**	**1,684**
						591,318	**581,504**
Loans used to finance working capital							
Unsecured Loan	Global Liman	USD	2023	Fixed	**5% – 15.15%**	**22,574**	**22,686**
Unsecured Loan	Ege Liman	TL	2023	Fixed	**13.46% – 13.88%**	**1,567**	**1,592**
Unsecured Loan	Ege Liman	USD	2023	Fixed	**9.25% – 15.73%**	**4,125**	**4,428**
						28,266	**28,706**
Finance lease obligations (incl. IFRS-16 Finance Lease)							
Leasing	Barcelona Cruise Port*	EUR	2029	Fixed	**4.25%**	**1,417**	**1,417**
Leasing	Malaga Cruise Port*	EUR	2041	Fixed	**2.00%**	**7,883**	**7,883**
Leasing	Valetta Cruise Port*	EUR	2066	Fixed	**4.27%**	**60,741**	**24,872**
Leasing	Bodrum Cruise Port*	TL	2067	Fixed	**28.05%**	**802**	**802**
Leasing	Bodrum Cruise Port	TL	2024	Fixed	**8.75%**	**264**	**308**
Leasing	Ege Liman	USD	2025	Fixed	**6.25%**	**1,784**	**1,778**
Leasing	Ege Liman	EUR	2024	Fixed	**3.25%**	**2**	**2**
Leasing	Port of Adria*	EUR	2043	Fixed	**3.85%**	**13,442**	**7,475**
Leasing	Zadar*	EUR	2038	Fixed	**5.50%**	**2,377**	**2,377**
Leasing	Cagliari Cruise Port*	EUR	2026	Fixed	**4.84%**	**250**	**220**
Leasing	Taranto Cruise Port*	EUR	2042	Fixed	**1.30%**	**1,018**	**851**
Leasing	Kalundborg Cruise Port*	EUR	2041	Fixed	**6.50%**	**876**	**876**
Leasing	Antigua Cruise Port*	USD	2048	Fixed	**7.65%**	**31,187**	**13,370**
						122,043	**62,231**
							672,441

* IFRS – 16 applied leases

Details of the loans and borrowings as at 31 March 2022 are as follows:

Loans and borrowings type	Company name	Currency	Maturity	Interest type	As at 31 March 2022 Interest rate %	Principal	Carrying value
Loans used to finance investments and projects							
Secured loans (i)	Cruise Port Finance	USD	2026	Floating	Libor + 5.25	197,439	187,095
Unsecured Bonds and notes (vi)	Nassau Cruise Port	USD	2040	Fixed	5.25 – 8.00	241,155	240,600
Secured Loan (ii)	Barcelona Port Investments	EUR	2023	Floating	Euribor + 4.00	8,718	8,680
Secured Loan (iii)	Malaga Cruise Port	EUR	2025	Floating	Euribor 3m + 1.75	3,376	3,364
Secured Loan (iv)	Valletta Cruise Port	EUR	2035	Floating	Euribor + 2.80	9,721	8,880
Secured Loan	Cagliari Cruise Port	EUR	2026	Fixed	2.20 – 5.55	465	465
Secured Loan	Bodrum Cruise Port	TL	2022	Fixed	9.50 – 19.00	171	210
Secured Loan (v)	Port of Adria	EUR	2025	Floating	Euribor + 4.25	20,044	20,181
Secured Loan	Port of Adria	EUR	2022	Fixed	3.15 – 3.30	1,258	1,262
Secured Loan	Balearic Handling	EUR	2025	Fixed	1.50	13	13
Secured Loan	Shore Handling	EUR	2028	Fixed	1.50	223	223
Secured Loan	Barcelona Cruise Port	EUR	2024	Floating	EURIBOR + 4.00	2,671	2,681
Secured Loan (vii)	Antigua Cruise Port	USD	2026	Floating	SOFR + 5.75	33,569	33,421
						518,823	507,075
Loans used to finance working capital							
Unsecured Loan	Global Liman	TL	2022	Fixed	9.25 – 9.50	1,092	1,287
Unsecured Loan	Global Liman	USD	2023	Fixed	9.50	19,000	19,037
Unsecured Loan	Ege Liman	USD	2022	Fixed	5.00	4,000	4,170
						24,092	24,494
Finance lease obligations (incl. IFRS-16 Finance Lease)							
Leasing	Cagliari Cruise Port	EUR	2026	Fixed	4.84	24	24
Leasing	Global Ports PLC*	GBP	2022	Fixed	3.50	170	170
Leasing	Barcelona Cruise Port*	EUR	2029	Fixed	4.25	1,819	1,819
Leasing	Malaga Cruise Port*	EUR	2041	Fixed	2.00	8,492	8,492
Leasing	Valetta Cruise Port*	EUR	2066	Fixed	4.27	63,168	25,348
Leasing	Bodrum Cruise Port*	TL	2067	Fixed	18.09	983	983
Leasing	Bodrum Cruise Port	TL	2024	Fixed	32.77	641	635
Leasing	Ege Liman	USD	2025	Fixed	6.25	2,493	2,477
Leasing	Port of Adria*	EUR	2043	Fixed	3.85	13,454	9,525
Leasing	Zadar*	HRK	2038	Fixed	5.50	2,530	2,530
Leasing	Cagliari Cruise Port*	EUR	2026	Fixed	4.84	308	265
Leasing	Taranto Cruise Port*	EUR	2042	Fixed	1.30	1,011	889
Leasing	Kalundborg Cruise Port*	EUR	2041	Fixed	6.50	868	875
Leasing	Antigua Cruise Port*	USD	2048	Fixed	7.65	31,787	12,987
						127,748	67,019
							598,588

* IFRS – 16 applied leases

Detailed information relating to significant loans undertaken by the Group is as follows:

(i) At 27 July 2021, the Group entered into a five-year, senior secured loan agreement for up to USD 261.3 million with the investment firm Sixth Street to refinance Eurobond. USD 186.3 million of this loan has been drawn for the refinancing as of the reporting date, while the remaining USD 75 million represent a growth financing facility which the Group can draw meeting certain requirements. Under the terms of the Facility Agreement, the Company will have the ability to select from a range of interest payment options including an all-cash interest rate of Libor 7%, a cash interest rate of LIBOR +5.25% plus PIK rate of 2%, or a PIK only rate of LIBOR +8.5% up until December 2022. The loan repayment is repaid with a bullet payment at final maturity in July 2026. The Group, at its discretion, will not be required to make any debt service payments (principal or interest) until calendar year-end 2022. As part of the financing arrangement with Sixth Street, the Company has agreed to issue warrants to Sixth Street for a subscription price equal to the nominal value per share representing 9.0% of the Company's fully-diluted share capital (subject to customary adjustments).

At 23 March 2023, the up-front concession fee payment amounting to USD 38.9 million has been financed by partial utilization of the USD 75 million growth facility provided by Sixth Street, previously announced on 24 May 2021 and approved by shareholders on 9 June 2021. As part of the additional draw down with Sixth Street, GPH has issued further warrants to Sixth Street representing an additional 2.0% of GPH's fully diluted share capital (in addition to warrants issued at financial closing in July 2021 equivalent of 9.0% of GPH's fully diluted share capital).

In accordance with the Facility Agreement the reference rate for determination of interest will change from LIBOR to adjusted SOFR for interest periods after 30 June 2023. The SSP Facility agreement includes a detailed formula which determines a premium over the 3-month term SOFR which is intended to neutralize any difference between LIBOR and Term SOFR. There should be no material difference in interest cost between the current interest payment with LIBOR and that under SOFR.

(ii) On 30 September 2014, BPI and Creuers entered into a syndicated loan. Tranche A of this loan is paid semi-annually, at the end of June and December, with the last payment being in 2023. Tranche B is already paid, Tranche C amounting to Euro 2.4 million has a bullet payment in 2024. The interest rate of this loan is Euribor 6m + 4.00%. The syndicated loan is subject to a number of financial ratios and restrictions, any breach of which could lead to early repayment being requested. Under this loan, in the event of default, all the shares of BPI (a total of 3,170,500 shares each being €1) and Creuers (3,005,061 shares each being €1) are pledged together with certain rights of these companies. The agreement includes terms about certain limitations on dividends payments, new investments, any change in the control of the companies, change of the business, new loans and disposal of assets.

(iii) On 12 January 2010, Cruceros Málaga, S.A. entered into a loan agreement with Unicaja regarding a loan of EUR 9 million to finance the construction of the new terminal. This loan had an 18-month grace period. It is linked to Euribor and has a term of 180 months from the agreement execution date. Therefore, the maturity date of the loan is on 12 January 2025. A mortgage has been taken out on the administrative concession agreement to guarantee repayment of the loan principal and accrued interest thereon.

(iv) Valletta Cruise Port's bank loans and overdraft facilities bear interest at Euribor + 3% (31 March 2022: Euribor + 3%) per annum and are secured by a mortgage over VCP's present and future assets, together with a mortgage over specific property within the concession site for a period of 65 years commencing on 21 November 2001.

(v) Port of Adria entered into a loan agreement with EBRD amounting to Euro 20 million in total on 26 February 2018 with a 6-year maturity, 2 years grace period and an interest rate of Euribor + 4.25%. Principal and interest is payable quarterly in January, April, July and November of each year. Under this loan agreement, in the event of default, all shares of Port of Adria (12,040,993 Shares having 0.5026 € nominal value per each and 30,683,933 Shares having 1.1485 € nominal value per each) are pledged to the bank in accordance with a share pledge agreement. In compliance with this agreement, the Company is also guarantor of Port of Adria, and as per the agreement, the Company has to comply with the consolidated leverage ratio of 5.0 to 1.

23 Loans and borrowings continued

(vi) Nassau Cruise Port has issued an unsecured bond with a total nominal value of USD 133.3 million pursuant to the Bond Subscription Agreement dated 29 June 2020. The unsecured bonds have been sold to institutional investors at par across two tranches in local currency Bahamian Dollar and US-Dollar, which are pari-passu to each other, and with a fixed coupon of 8.0% across both tranches payable semi-annually starting 30 June 2021. Final maturity of the bond is 30 June 2040, and principal repayments will occur in ten equal, annual instalments, beginning in June 2031 and each year afterwards until final maturity.Nassau Cruise Port has issued three additional tranches of unsecured notes with a total nominal value of USD 110 million pursuant to note purchase agreements dated 24 June 2021, 29 September 2021 and 22 November 2021. Notes have a fixed coupon of 5.29%, 5.42% and 7.50% respectively, payable semi-annually starting 31 December 2021. Final maturity of the notes is 31 December 2040 (amortising), 31 December 2031 (bullet repayment) and 31 December 2029, respectively.

The bonds and the notes are general obligations of Nassau Cruise Port and not secured by any specific collateral or guarantee. No other entity of the Group has provided any security or guarantee with respect to the Nassau Cruise Port bond and notes. The bonds and the notes contain a covenant that Nassau Cruise Port must maintain a minimum debt service coverage ratio of 1.30x prior to the distribution of any dividends to shareholders.

(vii) On 26 September 2019, GPH Antigua entered into a syndicated loan with 6 years maturity and 2 years Grace period. Repayment is being made quarterly starting from 31 December 2022, at a principal rate of 2.0835%. The remaining amount (58.33%) will be paid in September 2027. The syndicated loan is subject to a number of financial ratios and restrictions, breach of which could lead to early repayment being requested. The agreement includes terms about certain limitations on dividends payments, new investments, a change in the control of the companies, change of the business, new loans and disposal of assets.

(viii)Shortly before the end of the Reporting Period, GPH, through a 100% owned SPV in Malta, issued EUR 18.1 million of unsecured bonds due 2030 with a fixed coupon of 6.25% per annum. These bonds are guaranteed by GPH, and the proceeds will be used to partially finance GPH's investment plans for recent cruise port acquisitions in Europe.

Reconciliation of movements of liabilities to cash flows arising from financing activities

	Liabilities		Equity		
(USD '000)	Loans and Borrowings	Leases	Retained earnings	NCI	Total
Balance at 1 April 2022	531,569	67,019	(48,192)	88,263	638,659
Changes from financing cash flows					
Proceeds from loans and borrowings	117,939	–	–	–	117,939
Repayment of borrowings/leases	(42,915)	(3,085)	–	–	(46,000)
Total changes from financing cash flows	75,024	(3,085)	–	–	71,939
The effect of changes in foreign exchange rates	1,056	(381)	(93)	(1,813)	(731)
Other changes					
Liability-related					
Disposal	–	(39)	–	–	(39)
Interest expense	34,739	3,756	–	–	38,495
Interest paid	(30,202)	(2,187)	–	–	(32,389)
Total liability-related other changes	(1,976)	(2,852)	–	–	(4,828)
Total equity-related other changes	–	–	(24,998)	14,490	(10,508)
Balance at 31 March 2023	610,210	62,231	(73,283)	101,440	700,598

(USD '000)	Liabilities: Loans and Borrowings	Liabilities: Leases	Equity: Retained earnings	Equity: NCI	Equity: Total
Balance at 1 April 2021	483,016	65,918	(12,151)	74,822	611,605
Changes from financing cash flows					
Proceeds from loans and borrowings	340,473	4,298	–	–	344,771
Repayment of borrowings/leases	(278,329)	(2,612)	–	–	(280,941)
Total changes from financing cash flows	62,144	1,686	–	–	63,830
The effect of changes in foreign exchange rates	5,837	(1,260)	(49)	(3,143)	1,385
Other changes					
Liability-related					
Disposal	–	1,761	–	–	1,761
Interest expense	21,674	3,932	–	–	25,606
Interest paid	(31,362)	(2,330)	–	–	(33,692)
Total liability-related other changes	(9,740)	(2,688)	–	–	(12,428)
Total equity-related other changes	–	–	(35,992)	16,584	(19,408)
Balance at 31 March 2022	531,569	67,019	(48,192)	88,263	638,659

24 Trade and other payables

Current trade and other payables

As at 31 March 2023 and 31 March 2022, current trade and other payables comprised the following:

	2023 (USD '000)	2022 (USD '000)
Payables to suppliers*	**23,486**	14,526
Expense accruals	**10,924**	14,119
Taxes payable and social security contributions	**2,263**	3,790
Payables to personnel	**1,711**	1,786
Due to non-controlling interest	**1,217**	1,439
Deposits received	**951**	702
Deferred revenue	**240**	282
Other	**1,323**	1,244
Total	**42,115**	37,888

* USD 19,520 thousand of total outstanding suppliers is payable to construction subcontractor of Nassau Cruise Port (31 March 2022: USD 6,243 thousand)

The Group's average credit period for trade purchases is 90 days as of 31 March 2023 (31 March 2022: 120). The Directors consider that the carrying amount of trade payables approximates to their fair value. The Group's exposure to currency and liquidity risk related to trade and other payables is disclosed in Note 34.

25 Share based payment arrangements

At 31 March 2023 and 31 March 2022, the Group had an equity settled share-based payment program.

Description of share-based payment arrangements

On 1 January 2019, the Group established a share-based award program that entitles key management personnel to receive shares in the Company (Restricted Stock Units – RSU) based on the performance of the Company during the vesting period. Currently, this program is limited to key management personnel and other senior employees.

Shares issued under the LTIP are subject to a dilution limit of up to 3% over 10 years, which will be monitored by the Remuneration Committee. Upon vesting of an RSU, employees must pay the par value in respect of each share that vests. Employees are also responsible to declare and pay the tax related to gains from RSUs to the appropriate authorities.

The key terms and conditions related to the grants under these programmes are as follows; all options are to be settled by the physical delivery of shares.

25 Share based payment arrangements continued

Description of share-based payment arrangements continued

Grant Date/employees entitled	Number of shares ('000)	Vesting conditions
Options granted to key management personnel		
On 1 January 2020	29	3 years' service from grant date 8.5% increase in EPS
7.0% increase in TSR		
On 1 January 2021	29	Same as above
On 1 April 2022	29	Same as above
Options granted to senior employees		
On 1 January 2020	91	3 years' service from grant date 8.5% increase in EPS
7.0% increase in TSR		
On 1 January 2021	94	Same as above
On 1 April 2022	103	Same as above
Total share options	**375**	

Measurement of fair values

The fair value of the employee share purchase plan has been measured using a Monte Carlo simulation. Service and non-market performance conditions attached to the arrangements were not taken into account in measuring fair value.

For the calculation of the fair value of the awards attached to the EPS non-market performance conditions, the valuation of the award is equal to the price of the share as at the grant date less the par value of each share.

The inputs used in the measurement of the fair values at grant date of the equity-settled share- based payment plans were as follows.

		Key management personnel	Senior employees	Key management personnel	Senior employees
		TSR		EPS	
Fair value at grant date	2020	**£1.58**	**£1.58**	**£1.58**	**£1.58**
Share price at grant date	2020	**£2.39**	**£2.39**	**£2.39**	**£2.39**
Expected volatility	2020	**58.5**	**58.5**	**N/A**	**N/A**
Expected life	2020	**3 years**	**3 years**	**3 years**	**3 years**
Expected dividends	2020	**0.0%**	**0.0%**	**N/A**	**N/A**
Risk-free interest rate (based on government bonds)	2020	**1.89%**	**1.89%**	**N/A**	**N/A**
Fair value at grant date	2021	£1.85	£1.85	£1.85	£1.85
Share price at grant date	2021	£1.03	£1.03	£1.03	£1.03
Expected volatility	2021	58.5%	58.5%	N/A	N/A
Expected life	2021	3 years	3 years	3 years	3 years
Expected dividends	2021	0.0%	0.0%	N/A	N/A
Risk-free interest rate (based on government bonds)	2021	1.89%	1.89%	N/A	N/A
Fair value at grant date	2022	£2.30	£2.30	£2.30	£2.30
Share price at grant date	2022	£1.28	£1.28	£1.28	£1.28
Expected volatility	2022	58.5%	58.5%	N/A	N/A
Expected life	2022	3 years	3 years	3 years	3 years
Expected dividends	2022	0.0%	0.0%	N/A	N/A
Risk-free interest rate (based on government bonds)	2022	2.12%	2.12%	N/A	N/A

Under IFRS 2, historical volatility as at the valuation date is expected to be calculated from historic price data for a period commensurate with the expected life of the award. Expected volatility has been based on an evaluation of the historical volatility of the Company's share price, particularly over the historical period commensurate with the expected term. The Group has 5 years of share price data. Accordingly, for a group of select peer companies, the pattern and level of volatility in the 5 years since listing reasonably reflected a longer period.

At 31 March 2023, a total amount of USD 59 thousand (2022: USD 128 thousand) was provided by the Group to key management personnel and senior employees and has been included in 'employee benefits'.

Although performance measures for the vesting period starting as at 1 January 2020 were not fulfilled and nothing has been vested per LTIP policy, the Remuneration Committee of the Group decided to vest 60% of the granted amount as a long term loyalty premium to key management personnel and senior employees after June 2023. This amount is included in the provision provided for LTIP. No new issue of stocks has been made during the year.

Expense recognised in profit or loss
The Group has implemented a bonus system to recognize the success of GPH employees in achieving company goals. All bonus/performance evaluation procedures were cancelled since 2020 with Covid-19 measures. For further details of the employee termination indemnity expenses, see Note 29.

26 Employee benefits

Under Turkish Labour Law, the Group is required to pay termination benefits to each employee who has completed certain years of service and whose employment is terminated without due cause, who is called up for military service, dies or retires after completing 25 years of service and in addition reaches the retirement age (58 for women and 60 for men).

The amount payable consists of one month's salary limited to a maximum of USD 1,044 for each year of service at 31 March 2023 (31 March 2022: USD 723).

Retirement pay liability is not subject to any kind of funding legally. Provision for retirement pay liability is calculated by estimating the present value of the probable liability amount arising due to retirement of employees. IAS 19 Employee Benefits stipulates the development of a company's liabilities by using actuarial valuation methods under defined benefit plans. In this direction, actuarial assumptions used in calculation of total liabilities are described as follows:

A ceiling amount of USD 4,175 which is in effect since 1 January 2022 is used in the calculation of the Group's provision for retirement pay liability for the year ended 31 March 2023 (1 January 2022: USD 2,819). The principal statistical assumptions used in the calculation of the total liability in the accompanying consolidated financial statements at 31 March 2023 and 31 March 2022 were as follows:

	2023	2022
Discount rate	**4.67%**	4,67%
Turnover rate for the expectation of retirement probability	**92% – 100%**	92% – 100%

Movements in the reserve for employee termination indemnity during the years ended 31 March 2023 and 31 March 2022 comprised the following:

	2023 (USD '000)	2022 (USD '000)
1 April	**346**	344
Included in profit or loss		
Current service costs	**103**	48
Interest cost (income)	**27**	21
Included in OCI		
Actuarial loss/(gain)	**93**	49
Other		
Benefits paid	**(78)**	(6)
Foreign currency translation differences	**(43)**	(110)
31 March	**448**	346

27 Provisions

Non-current	2023 (USD '000)	2022 (USD '000)
Nassau Ancillary contribution provision*	**2**	4,474
Replacement provisions for Creuers**	**8,726**	8,946
Italian Ports Concession fee provisions***	**422**	566
Other provisions	**11**	11
Total	**9,161**	13,997

* As part of the agreement between NCP and Government of Bahamas entered into in 2019 (see note 29c), ancillary contributions will be made to local community to increase the wealth of the people of the Bahamas. These payments will be made partly as a grant and partly as an interest free loan. Therefore, a provision is provided for ancillary contributions based on Management's best estimate of these payments.

** As part of the concession agreement between Creuers and the Barcelona and Malaga Port Authorities entered into in 2013 (see Note 29c), the company has an obligation to maintain the port equipment in good operating condition throughout its operating period, and in addition return the port equipment to the Port Authorities in a specific condition at the end of the agreement. Therefore, replacement provisions have been recognised based on Management's best estimate of the potential capital expenditure required to be incurred in order to replace the port equipment assets in order to meet this requirement. In February 2023, management decided to cancel concession agreement related to North terminal of Barcelona Cruise Port to decrease maintenance costs of the Company. That terminal was on limited use since 2015, and all traffic shifted to south terminal, which is also part of Creuers Concession agreement. As a result of cancellation, total tangible assets and intangible assets of the Company decreased by EUR 181 thousand and EUR 405 thousand, respectively. A total amount of EUR 863 thousand replacement provision was canceled, resulting in a gain on reversal of provisions amounting to EUR 277 thousand (USD 287 thousand).

*** On 13 June 2011, Catania Port Authority and Catania Cruise Terminal S.r.l. ("CCT") entered into an agreement regarding the operating concession for the Catania Passenger Terminal which terminates on 12 June 2026. CCT has an obligation to pay a concession fee to the Catania Port Authority of EUR 135 thousand per year until the end of the concession. The expense relating to this concession agreement is recognized on a straight-line basis over the concession period, giving rise to an accrual in the earlier years.
On 14 January 2013, Cagliari Cruise Port S.r.l ("CCP") and Cagliari Port Authority entered into an agreement regarding the operating concession for the Cagliari Cruise Terminal which terminates on 13 January 2027. CCP had an obligation to pay a concession fee to the Cagliari Port Authority of Euro 44k per year until the end of the concession. The expense relating to this concession agreement is recognized on a straight-line basis over the concession period, giving rise to an accrual in the earlier years.

Current	2023 (USD '000)	2022 (USD '000)
Nassau Ancillary contribution provision	**12,564**	7,998
Legal provisions*	**351**	678
Unused vacation	**351**	284
Italian Ports Concession fee provisions	**147**	149
Other	**327**	374
Total	**13,740**	9,483

* Refer note 29 (a) for detailed explanations on legal provisions.

For the year ended 31 March 2023, the movements of the provisions are shown below:

	Replacement provisions for Creuers	Italian Ports Concession fee provision	Nassau Ancillary contribution provision	Unused vacations	Legal	Other	Total
Balance at 1 April 2022	**8,946**	**715**	**12,472**	**284**	**678**	**385**	**23,480**
Provisions created	585	–	94	107	11	36	833
Cash paid	–	–	–	–	(309)	–	(309)
Provisions utilized	(898)	(146)	–	(6)	–	–	(1,050)
Unwinding of provisions	311	22	–	–	–	–	386
Currency translation difference	(218)	(22)	–	(34)	(29)	(83)	(347)
Balance at 31 March 2023	**8,726**	**569**	**12,566**	**351**	**351**	**338**	**22,901**
Non-current	8,726	422	2	–	–	11	9,161
Current	–	147	12,564	351	351	327	13,740
	8,726	**569**	**12,566**	**351**	**351**	**338**	**22,901**

28 Earnings/(Loss) per share

The Group presents basic earnings per share ("basic EPS") data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period, less own shares acquired.

The Group has share-based payments as part of its long-term incentive plan to directors and senior management. The shares to be granted to the participants of the scheme are only considered as potential shares when the market vesting conditions are satisfied at the reporting date. None of the market conditions are satisfied at the reporting date and therefore there is no dilution of the earnings per share or adjusted earnings per share (please refer to the glossary of APMs). There are no other transactions that can result in dilution of the earnings per share or adjusted earnings per share (please refer to the glossary of APMs).

Earnings per share is calculated by dividing the profit/(loss) attributable to ordinary shareholders, by the weighted average number of shares outstanding.

	2023	2022
Profit/(loss) attributable to owners of the Company (USD'000)	**(24,998)**	(35,992)
Weighted average number of shares	**62,826,963**	62,826,963
Basic earnings/(loss) per share with par value of GBP 0.01 (cents per share)	**(39.8)**	(57.3)

29 Commitments and contingencies

(a) Litigation

There are pending lawsuits that have been filed against or by the Group. Management of the Group assesses the possible results and financial effects of these lawsuits at the end of each period and as a result of these assessments, the required provisions are recognised for the possible expenses and liabilities. The total provision amount that has been recognised as at 31 March 2023 is USD 351 thousand (31 March 2022: USD 678 thousand).

The information related to the significant lawsuits that the Group is directly or indirectly a party to, is outlined below:

The Port of Adria-Bar (Montenegro) is a party to the disputes arising from the collective labour agreement executed with the union by Luka Bar AD (former employer/company), which was applicable to Luka Bar AD employees transferred to Port of Adria-Bar. The collective labour agreement has expired in 2010, before the Port was acquired by the Group under the name of Port of Adria-Bar. However, a number of lawsuits have been brought in connection to this collective labour agreement seeking (i) unpaid wages for periods before the handover of the Port to the Group, and (ii) alleged underpaid wages as of the start of 2014. On March 2017, the Supreme Court of Montenegro adopted a Standpoint in which it is ruled that collective labour agreement cannot be applied on rights, duties and responsibilities for employees of Port of Adria-Bar after September 30th, 2010. Although the Standpoint has established a precedent that has applied to the claims for the period after September 30th, 2010; there are various cases pending for claims related to the period of October 1st, 2009 – September 30th, 2010. In respect of the foregoing period of one year, the Port of Adria-Bar has applied to the Constitutional Court to question the alignment of the collective labour agreement with the Constitution, Labor Law and general collective agreement. The Port of Adria-Bar is notified that the application for initiating the procedure for reviewing the legality of the Collective Agreement has been rejected due to a procedural reason, without evaluating the arguments submitted. On May 17, 2021, the Supreme Court dismissed Port of Adria's case and confirmed and accepted the applicability of the conflicting articles of the collective bargaining agreement in terms of employees' lawsuits for employees.

As of 31 March 2023, the Group has allocated a provision expense of USD 333 thousand for this lawsuit in its consolidated financial statements (31 March 2022: USD 655 thousand) (note 27).

29 Commitments and contingencies continued

(b) Guarantees

As at 31 March 2023 and 31 March 2022, the letters of guarantee given comprised the following:

Letters of guarantee	2023 (USD '000)	2022 (USD '000)
Given to seller for the call option on APVS shares*	**4,783**	4,902
Given to Privatisation Administration/Port Authority**	**12,919**	2,637
Other governmental authorities	**1,009**	1,033
Others	**155**	88
Total letters of guarantee	**18,866**	8,660

* Venetto Sviluppo ("VS"), the 51% shareholder of APVS, which in turn owns a 53% stake in Venezia Terminal Passegeri S.p.A (VTP), has a put option to sell its shares in APVS partially or completely (up to 51%) to Venezia Investimenti (VI). This option originally could have been exercised between 15 May 2017 and 15 November 2018, but has been extended until the end of November 2023. If VS exercises the put option completely, VI will own 99% of APVS and accordingly 71.51% of VTP. The Group has given a guarantee letter for its portion of 25% to VS, which serves as a security of the full amount of the put option mentioned above.

** The increase is related to a guarantee letter given to Port Authority in an expansion project amounting USD 10 million.

Other collaterals are disclosed in Note 26.

(c) Contractual obligations

Ege Liman

The details of the TOORA ("Transfer of Operational Rights Agreement") dated 2 July 2003, executed by and between Ege Liman and OIB together with TDI are stated below:

The agreement allows Ege Liman to operate Ege Port Kuşadası for a term of 30 years for a total consideration of USD 24.3 million which has already been paid. Ege Liman's operation rights extend to port facilities, infrastructure and facilities which are either owned by the State or were used by TDI for operating the port, as well as the duty-free stores leased by the TDI. Ege Liman is entitled to construct and operate new stores in the port area with the written consent of the TDI.

Ege Liman is able to determine tariffs for Ege Port Kuşadası's port services at its own discretion without TDI's approval (apart from the tariffs for services provided to Turkish military ships).

The TOORA requires that the foreign ownership or voting rights in Ege Liman do not exceed 49%. Pursuant to the terms of the TOORA, the TDI is entitled to hold one share in Ege Liman and to nominate one of Ege Port, Kuşadası's board members. Global Liman appoints the remaining board members and otherwise controls all operational decisions associated with the port. Ege Port Kuşadası does not have the right to transfer its operating rights to a third party.

Ege Liman is liable for the maintenance of the port together with keeping the port equipment in good repair and in operating condition throughout its operating right period. After the expiry of the contractual period, the real estate and the integral parts shall be surrendered to the Government in a specific condition, while the movable properties stay with Ege Liman.

Group has agreed with Turkish authorities to extend Ege Liman's concession agreement for an additional 19 years. Please refer to Note 35 for details of extension.

Bodrum Liman

The details of the BOT Agreement dated 23 June 2004, executed by and between Bodrum Liman and the DLH are stated below:

Bodrum Liman had to construct the Bodrum Cruise Port in a period of 1 year and 4 months following the delivery of the land and thereafter, will operate the Bodrum Cruise Port for 12 years. The final acceptance of the construction was performed on 4 December 2007, and thus the operation period has commenced.

Bodrum Liman also executed an extension on prior Concession Agreement with the General Directorate of National Property on 15 November 2018 (“Bodrum Port Concession Agreement”). The BOT Agreement is attached to the Bodrum Port Concession Agreement and Bodrum Liman is entitled to use the Bodrum Cruise Port under these agreements for an extended period of 49 years starting from 31 December 2019. The BOT Agreement permits Bodrum Liman to determine tariffs for Bodrum Cruise Port’s port services at its own discretion, provided that it complies with applicable legislation, such as applicable maritime laws and competition laws.

Bodrum Liman is required to pay the Directorate General for Infrastructure Investments a land utilisation fee. This fee increases by Turkish Consumer Price index each year. With the extension signed, this fee will be revised yearly as per the agreement between the Company and Directorate General.

Bodrum Liman is liable for the maintenance of the Port together with the port equipment in good repair and in operating condition throughout its operating right period. After the expiry of the contractual period, the real estate and the integral parts of it shall be surrendered to the Government at a specific condition, while the movable properties stay with Bodrum Liman.

Port of Adria

The details of the TOORA Contract dated 15 November 2013, executed by and between Global Liman and the Government of Montenegro and AD Port of Adria-Bar are stated below:

Global Liman will be performing services such as repair, financing, operation and maintenance in the Port of Adria for an operational period of 30 years (terminating in 2043).

Port of Adria has an obligation to pay to the Government of Montenegro (a) a fixed concession fee in the amount of Euro 500,000 per year; (b) a variable concession fee in the amount of Euro 5 per twenty-foot equivalent (“TEU”) (full and empty) handled over the quay (ship-to-shore and shore-to-ship container handling), no fees are charged for the movement of the containers; (c) a variable concession fee in the amount of Euro 0.20 per ton of general cargo handled over the quay (ship-to-shore and shore-to-ship general cargo handling). However, pursuant to Montenegrin Law on Concessions, as an aid to the investor for investing in a port of national interest, the concession fee was set in the amount of Euro 1 for the period of three years starting from the effective date of the TOORA Contract. Tariffs for services are regulated pursuant to the terms of the concession agreement with the Montenegro port authority, where the maximum rates are subject to adjustments for inflation.

For the first three years of the agreement, Port of Adria had to implement certain investment and social programmes outlined in the agreement and had to commit Euro 13.6 million towards capital expenditure during that period. This included launching and investing Euro 6.5 million in certain social programmes at Port of Adria Bar such as retrenching employees, the establishment of a successful management trainee programme, and subsidising employees to attend training and acquire additional qualifications, as well as the provision of English lessons to employees. All the relevant investment requirements already performed by Port of Adria at the end of 2016.

Port of Adria is liable for the maintenance of the Port of Adria together with the port equipment in good repair and in operating condition throughout its operating right period. After the expiry of the contractual period, the real estate and the integral parts of it shall be surrendered to the Government of Montenegro at a specific condition, while the movable properties stay with Port of Adria.

Barcelona Cruise Port

The details of the TOORA Contract dated 29 July 1999, executed by and between Creuers del Port de Barcelona and the Barcelona Port authority are stated below:

Creuers del Port de Barcelona, S.A. (“Creuers”) will be performing the management of port services related to the traffic of tourist cruises at the Port of Barcelona, as well as the development of commercial complementary activities corresponding to a seaport, in Adossat Wharf in Barcelona for an operational period of 27 years. The port operation rights for Adossat Wharf (comprised of Terminals A and B) terminates in 2030. The Port concession period can be extended automatically for three years provided that (i) Creuers has complied with all the obligations set forth in the Port Concession; and (ii) Creuers remains rendering port services on tourist cruises until the expiry of the extended term. Therefore, the concession the concession period is considered to be 30 years.

29 Commitments and contingencies continued

(c) Contractual obligations continued

Barcelona Cruise Port continued

Creuers is liable for the maintenance of Adossat Wharf Terminals A and B, as well as ensuring that port equipment is maintained in good repair and in operating condition throughout its concession period. For the detailed maintenance and investment requirements, as set out in the concession agreement, a replacement provision has been provided in the financials of the Company as per note 30. After the expiry of the contractual period, the real estate and the integral parts of it shall be surrendered to the Barcelona Port Authority.

The concession is subject to an annual payment, which consists of the following fees: (i) a fee for the occupancy of the public land at the port, (ii) a fee for the operation of public land for commercial activities, and (iii) a general service fee.

The details of the TOORA Contract dated 26 July 2003, executed by and between Creuers and the Barcelona Port authority are stated below:

Creuers will be performing the management of port services related to the traffic of tourist cruises at the Port of Barcelona, as well as the development of commercial complementary activities corresponding to a seaport, in WTC Wharf in Barcelona for an operational period of 27 years. The port operation rights for the World Trade Centre Wharf (comprised of Terminals N and S) terminate in 2027. However, the Port concession period can be extended automatically for three years provided that (i) Creuers has complied with all the obligations set forth in the Port Concession; and (ii) Creuers remains rendering port services on tourist cruises until the expiry of the extended term. Therefore, the concession period is considered as 30 years. Creuers is liable for the maintenance of Adossat Wharf Terminals N and S together with keeping the port equipment in good repair and in operating condition throughout its operating right period. After the expiry of the contractual period, the real estate and the integral parts of it shall be surrendered to the Barcelona Port Authority.

Malaga Cruise Port

The details of the TOORA Contract dated 9 July 2008, executed by and between Cruceros Malaga and the Malaga Port authority are stated below:

Cruceros Málaga, S.A. obtained an administrative concession to occupy the Levante Terminal of the Malaga Port and its exploitation, for a 30-year period, terminating in 2038. The concession term can be extended for up to fifteen years, in two terms of 10 and 5 additional years (extending the total concession period to 45 years), due to an amendment to the Malaga Levante Agreement approved by the Malaga Port Authority in its resolution dated 28 October 2009. These extensions require (i) the approval by the Malaga Port Authority and (ii) Cruceros Malaga to comply with all of the obligations set forth in the concession. Cruceros will perform passenger services, terminal usage and luggage services, as well as undertake general maintenance of the Levante Terminal. Cruceros is responsible for ensuring that the port equipment is maintained in good repair and operating condition throughout the concession term.

The concession is subject to an annual payment, which consists of the following fees: (i) a fee for the occupancy of the public land at the port, and (ii) a fee for the operation of public land for commercial activities.

The details of the TOORA Contract dated 11 December 2011, executed by and between Cruceros Malaga and the Malaga Port authority, are stated below:

Cruceros Málaga, S.A. obtained an administrative concession to occupy El Palmeral Terminal of the Malaga Port and its exploitation, for a 30-year period, terminating in 2042. Cruceros will perform passenger services, terminal usage and luggage services, as well as undertake general maintenance of the El Palmeral Terminal. Cruceros is responsible for ensuring that the port equipment is maintained in good repair and operating condition throughout the concession term.

The concession is subject to an annual payment, which was Euro 173 thousand in 2022, which consisted of the following fees: (i) a fee for the occupancy of the public land at the port, and (ii) a fee for the operation of public land for commercial activities.

Valletta Cruise Port

On 22 November 2001, VCP signed a deed with the Government of Malta by virtue of which the Government granted a 65-year concession over the buildings and lands situated in Floriana, which has an area of 46,197 square metres ("sqm"). VCP will perform the operation and management of a cruise liner passenger terminal and an international ferry passenger terminal together with complementary leisure facilities. The area transferred is used as follows: retail 6,854sqm, office 4,833sqm, terminal 21,145sqm and potential buildings 13,365sqm.

A ground rent is payable by Valletta Cruise Port to the Government of Malta. At the end of each 12 month period, VCP is required pay to the Government of Malta (a) 15% of all revenue deriving from the letting of any buildings or facilities on the concession site for that 12-month period, and (b) 10% of revenue deriving from passenger and cruise liner operations, subject to the deduction of direct costs and services from the revenue upon which 10% fee is payable.

Catania Cruise Terminal

On 18 October 2011, Catania Cruise Terminal SRL ("CCT") signed a deed with the Catania Port Authority by virtue of which the Port Authority granted a 15-year concession over the passenger terminal area situated on Catania City Center. CCT will perform the operation and management of a cruise passenger terminal in the area.

A fixed rent is payable by CCT to the Port Authority in the sum of Euro 135,000 for each year during the concession period.

Cagliari Cruise Terminal

On 14 January 2013, Cagliari Cruise Port S.r.l ("CCP") signed a deed with the Cagliari Port Authority by virtue of which the Port Authority granted a 15-year concession over the passenger terminal area situated within Cagliari Port. CCT will perform operation and management of a cruise passenger terminal in the area.

A fixed rent is payable by CCP to the Port Authority in the sum of Euro 44 thousand for each year during the concession period.

Taranto Cruise Port

On 5 May 2021, Taranto Cruise Port Srl ("TCP") signed a deed with the Port of Taranto Authority by virtue of which the Port Authority granted a 20-year concession over the passenger terminal area situated within Taranto Port. TCP will perform the operation and management of a cruise passenger terminal in the area.

A fixed rent is payable by TCP to the Port Authority Euro 12,000 for each year starting from first year of concession period, increasing yearly basis up to Euro 52,000 until the end of the concession period.

Nassau Cruise Port

On 28 August 2019, Nassau Cruise Port Ltd ("NCP") signed a port operation and lease agreement ("POLA") with the Government of The Bahamas by virtue of which the Government of The Bahamas granted a 25-year concession over the passenger terminal area situated within Nassau Cruise Port. The 25-year period will start from the completion of the redevelopment project. Effective from 9 October 2019, NCP manages and operates Nassau Cruise Port at Prince George Wharf, Nassau, The Bahamas. NCP will invest an amount of USD 250 million in expanding the capacity of the port. The investment amount also includes ancillary contributions made to the local community to increase the wealth of people of Bahamas. These payments will be made partly as grants and partly as interest free loans.

Pursuant to the POLA, a variable fee payment based on the number of passengers is made to the Government of The Bahamas starting from 9 October 2019. Until the redevelopment project is completed, a minimum fixed fee will be payable to the Government of The Bahamas amounting to USD 2 million. The minimum variable fee will be increased to USD 2.5 million from construction end date until the end of concession per annum.

29 Commitments and contingencies continued

(c) Contractual obligations continued

Antigua Cruise Port

On 31 January 2019, GPH (Antigua) Ltd signed a concession agreement with the Government of Antigua and Barbuda and Antigua and Barbuda Port Authority by virtue of which it is granted a 30-year concession over the passenger terminal area situated within Antigua Cruise Port. Effective from 23 October 2019, GPH (Antigua) Ltd has assumed the operation and management of the cruise port in St John's, Antigua and Barbuda.

As part of its obligations under the concession agreement, GPH (Antigua) Ltd. Has repaid the existing bond of USD 21 million and invested an additional of USD 22 million to complete the new pier and dredging works to accommodate the largest cruise ships in the world. All such investments have been partially financed through non-recourse project finance and the Group's cash equity contribution of 27.5% at financial close. A variable fee payment based on the number of passengers will be made to the contracting authority with a minimum fee guarantee. From the 21st year of the concession, GPH (Antigua) Ltd. Will pay a share of its annual revenue to the contracting authorities.

Kalundborg Cruise Port

On 15 October 2021, GPH (Kalundborg) ApS ("GPH Kal") signed a deed with the Port Authority of Kalundborg by virtue of which the Port Authority granted a 20-year concession to manage cruise services in Kalundborg Port. As part of its obligations under the concession agreement, GPH Kal will invest up to €6m by the end of 2025 into a purpose-built cruise terminal. GPH Kal has taken over cruise port operations on 15 February 2022.

A fixed rent is payable by GPH Kal to the Port Authority of DKK 375 thousand (USD 54 thousand) for the first year of concession period, which will grow in steps to DKK 500 thousand (73 thousand) by third year of concession and by Denmark CPA index yearly basis until end of concession.

GP Tarragona

On 31 March 2022, the Tarragona Port Authority ("Port Authority") has awarded Global Ports Holding a 12-year concession, with a 6-year extension option, to manage the services for cruise passengers in Tarragona, Spain. Cruise operations were taken over by GPH starting 1st April 2022.

Under the terms of the agreement, GPH will invest up to €5.5m into building a modular cruise terminal, which will utilise solar power to ensure the sustainable provision of the terminal's energy needs.

The concession is subject to an annual payment, which was Euro 43 thousand in 2022, which consisted of the following fees: (i) a fee for the occupancy of the public land at the port, and (ii) a fee for the operation of public land for commercial activities.

GP Canary Islands

On 11 July 2022, Global Ports Canary Islands S.L. ("GPCI"), an 80:20 joint venture between GPH and Sepcan S.L., has agreed on the terms for a 40-year concession agreement to operate Las Palmas de Gran Canaria Cruise Port, Canary Islands, Spain. On 30 September 2022, Global Ports Canary Islands has been awarded for 20-year concessions for the port of Arrecife (Lanzarote) and Puerto del Rosario (Fuerteventura). Cruise operations were taken over by GPH starting from 1st October 2022.

Under the terms of agreement, GPCI will invest approximately €42 million into constructing a new cruise terminal in Las Palmas and modular terminal facilities in Marmoles pier in Arrecife and Puerto del Rosario in Fuerteventura. The debt financing for this project is expected to be secured by local banks, and GPH is in advanced discussion regarding the financing. The debt metrics are expected to align with the Group's historical precedents.

The concession is subject to an annual payment, which is 158 thousand for the calendar year 2023, and will increase to Euro 273 thousand after expected completion of construction in 2025, which will consist of the following fees: (i) a fee for the occupancy of the public land at the port, and (ii) a fee for the operation of public land for commercial activities.

GP Alicante

On 9 March 2023, GP Alicante, an 80:20 joint venture between GPH and Sepcan S.L., has signed a 15-year cruise port concession for Alicante Cruise Port, Spain. Cruise operations were taken over by GPH starting from 26 March 2023.

Under the terms of agreement, GP Alicante will invest approximately €2 million into refurbishing and modernising the cruise terminal.

The concession is subject to an annual payment, which is 73 thousand for the calendar year 2023, and will increase to Euro 101 thousand during the calendar year 2025, which will consist of the following fees: (i) a fee for the occupancy of the public land at the port, and (ii) a fee for the operation of public land for commercial activities.

30 Leases

Lease as lessee (IFRS 16)

The Group has entered into various operating lease agreements. In the periods presented, the Group's main operating lease arrangements as lessee are the port rent agreements of Valletta Cruise Port until 2066, Port of Adria until 2043, Creuers until 2033, Cruceros until 2043, Cagliari Cruise Port until 2026, Taranto Cruise Port until 2039, Zadar Cruise Port until 2039, Antigua Cruise Port until 2049, Bodrum Liman until 2067 and Kalundborg until 2033. Part of the concession agreements of Creuers and Cruceros relate to the occupancy of the public land at the port and the operation of public land for commercial activities, which are out of scope of IFRIC 12, and have been accounted for under IFRS 16 – Leases.

The Company has a leasing agreement to rent its office at third floor offices at 34 Brook Street London. This lease has no purchase options or escalation clauses.

Right of use assets

Right-of-use assets related to leased properties that do not meet the definition of investment property are presented separately.

	As at 31 March 2023 (USD '000)	As at 31 March 2022 (USD '000)
Balance at the beginning of the year	**83,461**	87,469
Corrections to Right of Use assets*	**(1,704)**	1,851
Depreciation charge for the year	**(3,292)**	(3,536)
Currency translation differences	**(1,057)**	(2,323)
Balance at year-end	**77,408**	83,461

The Company has adjusted its right of use asset for Port of Adria due to a change in payment plan. Per discussions with the Government Authority, the Company has restructured its yearly fixed concession fee and the interest rate used for discounting has also changed, resulting in a decrease in Right of Use assets of the Group.

Amounts recognized in profit or loss

	As at 31 March 2023 (USD '000)	As at 31 March 2022 (USD '000)
Interest on lease liabilities	**(1,765)**	(1,558)
Expenses relating to short-term leases	**–**	–

Amounts recognized in statement of cash flows

	As at 31 March 2023 (USD '000)	As at 31 March 2022 (USD '000)
Total cash outflow for leases	**(3,085)**	(2,612)

30 Leases continued

Lease as lessee (IFRS 16) continued

Extension options

All concession agreements contain extension options exercisable by the Group. These options are exercisable with the submission of the extension request by the Group before expiry of current concession agreements. Extendable rights vary based on the country regulations, and current concession period. Extension options are evaluated by management on a contract basis, and the decision is based on the Port's performance, and possible extension period. Extension options in concession agreements are being provided for the continuation of the port's operations. The extension options held are exercisable only by the Group and in some agreements subject to approval of the grantor. Accordingly, the Group includes only existing signed contract periods for the concession life.

The Group has estimated that the potential future lease payments, should it exercise all extension options, would result in an increase in lease liability of USD 3,286 thousand (2022: USD 2,957 thousand).

Lease as lessor

The Group's main operating lease arrangements as lessor are various shopping centre rent agreements of Ege Port, Bodrum Cruise Port, Valletta Cruise Port, Barcelona Cruise Port, Malaga Cruise Port, Zadar Cruise Port, and Antigua Cruise Port. All leases are classified as operating leases from a lessor perspective.

The following table sets out a maturity analysis of lease receivables, showing the payments to be received after the reporting date.

	As at 31 March 2023 (USD '000)	As at 31 March 2022 (USD '000)
Less than one year	**2,811**	6,510
One to two years	**920**	1,462
Two to three years	**307**	1,281
Three to four years	**186**	872
Four to five years	**122**	529
More than five years	**–**	8
Total	**4,346**	10,662

During the year ended 31 March 2023, USD 10,407 thousand (31 March 2022: USD 4,687 thousand) was recognised as rental income in the consolidated income statement and other comprehensive income.

31 Investment Property

See accounting policy in Note 3(l).

Reconciliation of carrying amount

	As at 31 March 2023 (USD '000)	As at 31 March 2022 (USD '000)
Balance at the beginning of the year	**2,038**	2,198
Depreciation charge for the year	**(43)**	(48)
Currency translation differences	**(51)**	(112)
Balance at the end of the year	**1,944**	2,038

Investment property comprises Valletta Cruise Port's commercial property that is leased to third parties. Further information about these leases is included in Note 30.

32 Service concession arrangement

(i) Creuers

The port operation rights, which belongs to Creuers, recognised under intangible assets represents fixed asset elements built or acquired from third parties to adapt Sea Stations North and South of the World Trade Center and A and B of the Adossat Wharf of Port of Barcelona, according to administrative concession contracts to adapt and exploit such terminals in order to render the basic passengers' boarding and disembarkation port services and luggage and vehicle loading and unloading under passage system on cruise terminals.

The intangible model is applied to such agreements, since the consideration received consists of the right to collect the corresponding rates on the basis of the usage of the public service. Rates applied by Creuers are annually reviewed and approved by the Port Authorities of Barcelona. The intangible asset represents the right to charge users a fee for use of the terminal.

The administrative concession contracts signed between the Port Authorities of Barcelona and Creuers are described below:

- Contract to adapt the Sea Station and render the tourist cruise port service of North and South terminals of the World Trade Center, signed for a 27-year period from its granting date, in October 1999.
- Contract to adapt the Sea Station A and B of the Adossat Wharf of Port of Barcelona and render the tourist cruise port service signed for a 27-year period from its grant date, in May 2003.

The Creuers' main actions in relation to the adaptation of the Sea Station refer to the construction of a building, together with fixed fixtures and equipment of terminals for their exploitation under the terms contemplated in the concession agreements.

On the basis of obligations assumed on the concession agreement, the corresponding provision for reposition and large repair actions is recorded (Note 30).

(ii) Cruceros

The port operation rights, which belongs to Cruceros, recognised under intangible assets represents fixed asset elements built or acquired from third parties to adapt the Maritime Station Levante and Maritime Station El Palmeral of Port of Malaga, according to administrative concession contracts to adapt and exploit such terminals in order to render the basic passengers' boarding and disembarkation port services and luggage and vehicle loading and unloading under passage system on cruise terminals.

The intangible model is applied to such agreements, since the consideration received consists of the right to collect the corresponding rates on the basis of the usage of the public service. Rates applied by Cruceros are annually reviewed and approved by the Port Authority of Malaga. The intangible asset represents the right to charge users a fee for use of the terminal.

The administrative concession contracts signed between the Port Authority of Malaga and Cruceros are described below:

- Contract for transforming the authorisation to occupy and operate the "Terminal Marítima de Levante" signed for a 30-year period from its grant date, in February 2008.
- Contract to adjust the maritime station and install a mobile walkway in dock no. 2, and operation of the whole in the Port of Malaga signed for a 30-year period from its grant date, in December 2011.

The Cruceros' main actions in relation to the adaptation of the Maritime Station Levante refer to the construction of a building, together with fixed fixtures and equipment of terminals for their exploitation under the terms contemplated in the concession agreements.

On the basis of obligations assumed in the concession agreement, the corresponding provision for reposition and large repair actions is recorded (Note 30).

(iii) Catania

The port operation rights, which belongs to Catania, recognised under intangible assets represents fixed asset elements acquired from third parties to operate Catania Cruise Terminal, according to administrative concession contracts to adapt and exploit such terminals in order to render the basic passengers' boarding and disembarkation port services and luggage and vehicle loading and unloading under passage system on cruise terminals.

32 Service concession arrangement continued

The intangible model is applied to such agreements, since the consideration received consists of the right to collect the corresponding rates on the basis of the usage of the public service. Rates applied by Catania are annually reviewed and approved by the Port Authority of Catania. The intangible asset represents the right to charge users a fee for use of the terminal.

The administrative concession contracts signed between the Port Authority of Catania and Catania Cruise Terminal Srl are described below:

- Contract to operate Catania Cruise Terminal and render the tourist cruise port service of Port of Catania, signed for a 15-year period from its granting date, in June 2011.

On the basis of obligations assumed in the concession agreement, the corresponding provision for yearly payments are recorded (Note 30).

(iv) Nassau Cruise Port

The port operation rights, which belong to NCP, recognised under intangible assets, represent fixed asset elements built to adapt the new Cruise Passenger Terminals described in Note 29. NCP was awarded exclusive long-term operational rights for a period of twenty-five (25) years in respect of the redevelopment, operations, management and maintenance of the Port.

The intangible model is applied to such agreements, since the consideration received consists of the right to collect the corresponding rates on the basis of the usage degree of the public service.

The details of Port Operation and Lease Agreement signed between the Government of Bahamas ("GOB") and NCP are described below:

- The Company will create recreational, entertainment, shopping and food & beverages spaces for Bahamians, tourists and other visitors. The Company will finance and procure the design and construction of the Works. The Company anticipates that the Project will require an investment approximately in the region of two hundred and fifty million US dollars (USD 250,000,000).
- GoB grants to the Company during the concession period the exclusive right and privilege at the Port to use the Port and to operate, repair and maintain, the Port Superstructure, and to use the Port Infrastructure, to optimize the operations, commercial activities and ancillary facilities at the Port.
- The Passenger Facility and the Port Facility Charges, being the main revenue streams of the Company, are subject to annual reviews and adjustments by NCP. Further changes to Passenger Facility and Port Facility charges will be subject to the approval of the grantor.
- The Company may request to extend the Initial Term no later than 24 months prior to expiry of the Initial Term. If the grantor agrees to the terms and conditions of an extension, then the Term will be extended for a further period of fifteen (15) years starting from the expiry of the Initial Term.

The obligations under the concession arrangements include fixed and variable fees. The obligation for payment of fixed fees are recognised as financial liabilities. Financial liabilities recognized are measured at amortized cost using the effective interest method.

All other ports within the Group, namely Valletta, Cagliari, Port of Adria, Ege Port, Bodrum Cruise Port and Antigua Cruise Port are out of scope of IFRIC 12.

33 Related parties

The related parties of the Group which are disclosed in this note comprised the following:

Related parties	Relationship
Mehmet Kutman	Chairman and ultimate controlling party
Ayşegül Bensel	Shareholder of Ultimate parent company
Global Yatırım Holding ("GIH")	Ultimate parent company
Global Ports Holding BV	Parent company
Global Sigorta Aracılık Hizmetleri A.Ş. ("Global Sigorta")	Ultimate parent company's subsidiary
Global Menkul Değerler A.Ş. ("Global Menkul")	Ultimate parent company's subsidiary
Adonia Shipping	Ultimate parent company's subsidiary
Naturel Gaz	Ultimate parent company's subsidiary
Straton Maden	Ultimate parent company's subsidiary
Goulette Cruise Holding	Joint-Venture
LCT – Lisbon Cruise Terminals, LDA ("LCT")	Equity accounted investee

The Company suspended its pursuit of a Premium Listing on the London Stock Exchange and agreed to terminate the Relationship Deed with GIH on 13 July 2020. These decisions were taken in order to strengthen the Company's ability to respond to challenges created by the ongoing Covid-19 disruption to the global travel sector and the economies in which the Group operates, and provide additional options and flexibility for intercompany support by ultimate parent company.

All related party transactions between the Company and its subsidiaries have been eliminated on consolidation and are therefore not disclosed in this note.

Due from related parties

As at 31 March 2023 and 31 March 2022, current receivables from related parties comprised the following:

Current receivables from related parties	**2023 (USD '000)**	2022 (USD '000)
Global Yatırım Holding	**–**	338
Adonia Shipping*	**11**	10
Straton Maden*	**64**	64
Global Menkul	**–**	44
LCT	**21**	21
Other Global Yatırım Holding Subsidiaries	**239**	584
Total	**335**	1,061

Non-current receivables from related parties		
Goulette Cruise Holding**	**9,553**	8,846
	9,553	8,846

* These amounts are related with the work advances paid related with the services taken on utilities by Group Companies. The charged interest rate is 11.75% as at 31 March 2023 (31 March 2022: 45.75%).

** The Company is financing its Joint venture for the payment of La Goulette Shipping Company's acquisition price with a maturity of 5 years with bullet repayment at the end of term. Yearly interest up to 8% (31 March 2022: 8%, 30 September 2021: 8%) is accruing and paid at maturity.

33 Related parties continued

Due to related parties

As at 31 March 2023 and 31 March 2022, payables to related parties comprised the following:

Current payables to related parties	**2023 (USD '000)**	2022 (USD '000)
Mehmet Kutman	**1,395**	185
Global Sigorta*	**64**	59
Global Yatırım Holding	**2,756**	–
Ayşegül Bensel	**690**	222
Other Global Yatırım Holding Subsidiaries	**2**	20
Total current payables	**4,907**	486
Global Yatırım Holding**	**24,923**	3,000
Total non-current payables	**24,923**	3,000

* These amounts are related to professional services received. The interest rate charged is 11.75% as at 31 March 2023 (31 March 2022: 47.50%).
** This amount is mostly given for financing requirements of subsidiaries and project expenses with an interest applied of 7.5% to 9.0%.

Transactions with related parties

For the year ended 31 March 2023 and 31 March 2022, transactions with other related parties comprised the following:

	2023		2022	
(USD '000)	**Interest received**	**Other**	Interest received	Other
Global Yatırım Holding	**179**	**47**	111	–
Goulette Cruise Holding	**348**	**–**	362	185
Total	**527**	**47**	473	185

	2023			2022		
(USD '000)	**Project Expenses**	**Interest Expenses**	**Other**	Project Expenses	Interest Expense	Other
Global Yatırım Holding	**4,163**	**1,545**	**54**	–	515	1
Total	**4,163**	**1,545**	**54**	–	515	1

The Group signed a Consultancy agreement with Turquoise Advisory Limited ("TAL"), which is a related party of the Group as it is owned by the General Manager and one of the Board members of NCP, being key management personnel. Under this contract, TAL will help create new revenue streams for the various aspects of the project and for NCP during the lifetime of the POLA. The price of this contract was determined as 500 thousand USD annually.

NCP issued bonds on 10 May 2020 for the financing of its construction works related to port development. The total value of the bonds issued at that date amounted to USD 125 million with an interest rate of 8% (for details see Note 26). The Yes Foundation, a 2% minority shareholder of NCP, has bought bonds amounting to USD 1.35 million at the issuance. As at 31 March 2023 and 2022, these bonds were still held by the YES foundation.

For the year ended 31 March 2023 and 31 March 2022, GPH has not distributed any dividend to Global Yatırım Holding.

Transactions with key management personnel

Key management personnel comprised the members of the Board and GPH's senior management. For the year ended 31 March 2023 and 31 March 2022, details of benefits to key management personnel comprised the following:

	2023 (USD '000)	2022 (USD '000)
Salaries	**2,912**	2,546
Attendance fees to Board of Directors	**667**	338
Bonus	**59**	80
Termination benefits	**–**	–
Total	**3,638**	2,964

34 Financial risk management

Overview

The Group has exposure to the following risks from its use of financial instruments:
- credit risk;
- liquidity risk;
- market risk.

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital. Further quantitative disclosures are included throughout these consolidated financial statements.

Financial risk management objectives

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework.

The Group's risk management policies are to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

Capital risk management

The Group seeks to provide superior returns to its shareholders and ensure that it is not overly dependent upon short and medium term debt that might not be available at renewal. Maintaining the flexibility to invest for growth is a key capital management consideration. The Group manages its capital structure and reacts to changes in economic conditions by varying returns to shareholders, issuing new shares or increasing or reducing borrowings.

The Group is not exposed to any externally imposed capital requirements. The total capital structure of the Group consists of net loans and borrowings (as detailed in Note 26 offset by cash and cash equivalents) and equity of the Group (comprising share capital, share premium, legal reserves and retained earnings (as detailed in Note 24)).

To maintain the financial strength to access new capital at reasonable cost. The Group monitors its net leverage ratio which is operating net loans and borrowings to Adjusted EBITDA. The Group is also mindful of potential impacts on the key metrics employed by the credit rating agencies in considering increases to its borrowings. The Group is comfortably in compliance with its bank facility ratio covenants and these measures do not inhibit the Group's operations or its financing plans.

	2023 (USD '000)	2022 (USD '000)
Gross debt	**672,441**	598,588
Cash and bank balances	**(118,201)**	(99,687)
Short term financial investments	**(65)**	(55)
Net debt	**554,175**	498,846
Equity	**35,297**	50,443
Net debt to Equity ratio	**15.71**	9.89

Credit risk

Trade receivables and contract assets

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers. Management has a credit risk policy in place to monitor the exposure to credit risk on an ongoing basis. The Group has the ability to receive collateral for its financial assets. Furthermore, the Group obtains letters of guarantee or similar collaterals from third parties for specific agreements and projects, if necessary. Regarding the credibility of the counterparty, letters of guarantee or advance payments are received as collateral for trade receivables from port operations. Within the context of credit risk policies described in this paragraph, the Group does not have significant credit risk from port operations.

34 Financial risk management continued

Credit risk continued

Trade receivables and contract assets continued

Over 85% of the Group's customers have transacted with the group for over four years and the Group has not suffered any credit loss in respect of these customers. The Group does not require collateral in respect of trade and other receivables. The Group does not have trade receivables and contract assets for which no loss allowance is recognised because of collateral.

At 31 March 2023 and 31 March 2022, the exposure to credit risk for trade receivables and contract assets by Country was as follows:

	Carrying Amount	
(USD '000)	**2023**	2022
Turkey	**1,376**	945
Montenegro	**1,305**	1,371
Malta	**1,819**	1,751
Italy	**288**	269
Bahamas	**5,536**	5,362
Antigua & Barbuda	**1,454**	866
Spain	**2,880**	1,192
Others	**133**	33
	14,791	11,789

At 31 March 2023 and 31 March 2022, the exposure to credit risk for trade receivables and contract assets by type of counterparty was as follows:

	Carrying Amount	
(USD '000)	**2023**	2022
Cruise customers	**12,545**	9,334
Commercial customers	**1,305**	1,371
Others	**941**	1,084
	11,789	11,789

At 31 March 2023, the carrying amount relating to the Group's most significant customer (a European Cruise Line) was USD 1,251 thousand (31 March 2022: a European Cruise Line amounting to USD 804 thousand).

Expected credit loss assessment for customers

The Group uses an allowance matrix to measure the ECLs of trade receivables from customers, which comprise mainly of globally well-known commercial and cruise lines, as well as international retail operators and local investors.

Loss rates are calculated using a 'roll rate' method based on the probability of a receivable progressing through successive stages of delinquency to write-off. Roll rates are calculated separately for exposures in different groups based on the following common credit risk characteristics – scale of company, age of customer relationship and type of service provided.

The following table provides information about the exposure to credit risk and ECLs for trade receivables and contract assets from individual customers as at 31 March 2023.

	Weighted average loss rate	Gross carrying amount	Loss allowance	Credit Impaired
Current – not past due	**0.0%**	**8,748**	**–**	**No**
3 months overdue	**0.0%**	**1,930**	**–**	**No**
3 to 9 months overdue	**8.2%**	**1,039**	**85**	**Yes**
More than 9 months overdue	**100.0%**	**3,074**	**3,074**	**Yes**
Total		**14,791**	**3,159**	

Loss rates are decided based on management experience over the past three years and expectation. These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

The Group has not recognised a credit loss in respect of the amount due from La Goulette Cruise Holding amounting to USD 9,553 thousand (2022: USD 9,046 thousand), a joint venture, which is recognised within amounts due from related parties (Note 33). This balance is not overdue.

Guarantees

The Group's policy is to provide financial guarantees only for subsidiaries' liabilities. At 31 March 2023, the Company has issued a guarantee to certain banks in respect of credit facilities granted to two subsidiaries (Note 26).

Liquidity risk

Liquidity risk management

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group has access to funding sources from banks and keeps a certain level of assets as cash and cash equivalents required for daily operations of the Group entities. The Group continuously assesses liquidity risk by identifying and monitoring changes in funding required in meeting business goals and targets set in terms of the overall Group strategy.

Current and future loan needs of the Group are supplied by continuous accessibility of a sufficient number of high quality banks for major subsidiaries of the Group.

Liquidity risk tables

The following tables detail the Group's remaining contractual maturity for its non-derivative and derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the balance sheet date. The contractual maturity is based on the earliest date on which the Group may be required to pay.

	As at 31 March 2023					
Contractual maturities	Carrying value	Total cash outflow due to contracts	0-3 months	3-12 months	1-5 years	>5 years
Non-derivative financial liabilities						
Banks loans	**610,210**	**953,047**	**42,591**	**50,021**	**480,997**	**379,438**
Finance lease liabilities	**62,231**	**130,438**	**595**	**3,656**	**27,409**	**98,777**
Other financial liabilities*	**55,433**	**65,498**	**89**	**4,098**	**12,825**	**48,486**
Trade and other payables**	**36,518**	**36,626**	**2,356**	**33,843**	**427**	**-**
Due to related parties	**32,009**	**32,009**	**-**	**10,388**	**21,621**	**-**
Derivative financial liabilities						
Net settled:						
Interest rate swaps	**(45)**	**(46)**	**(30)**	**(16)**	**-**	**-**

* The contractual obligations to pay concession fees that are not variable but contractually fixed in amount or in substance fixed payments and within the scope of IFRIC 12, are recorded as other financial liabilities. These liabilities are initially recognised at fair value using a risk-adjusted discount rate. These amounts comprised of other financial liabilities created on Nassau Cruise Port (USD 44,808 thousand), Antigua Cruise Port (USD 4,872 thousand), Global Ports Canary Islands (USD 4,230 thousand), Global Ports Tarragona (USD 457 thousand) and Global Ports Alicante (USD 1,065 thousand).

** Trade and other payables in the consolidated balance sheet includes taxes payable and social security contribution USD 2,241 thousand, payables to personnel USD 1,711 thousand and deferred revenue USD 240 thousand, which are not financial liabilities and hence excluded from the tables above.

34 Financial risk management continued
Liquidity risk continued
Liquidity risk tables continued

Contractual maturities	Carrying value	Total cash outflow due to contracts	0-3 months	3-12 months	1-5 years	>5 years
	As at 31 March 2022					
Non-derivative financial liabilities						
Banks loans	531,569	855,473	36,053	41,193	376,266	401,961
Finance lease liabilities	67,019	139,151	1,757	3,313	18,632	115,449
Other financial liabilities*	51,070	62,010	–	2,264	11,017	48,729
Trade and other payables**	32,678	32,678	1,434	30,597	648	–
Due to related parties	3,148	3,148	–	3,148	–	–
Derivative financial liabilities						
Net settled:						
Interest rate swaps	101	106	48	33	25	–

* The contractual obligations to pay concession fees that are not variable but contractually fixed in amount or in substance fixed payments and within the scope of IFRIC 12, are recorded as other financial liabilities. These liabilities are initially recognised at fair value using a risk-adjusted discount rate. These amounts comprised of other financial liabilities created on Nassau Cruise Port (USD 45,980 thousand), Bodrum Cruise Port (USD 218 thousand), and Antigua Cruise Port (USD 4,872 thousand).

** Trade and other payables in the consolidated balance sheet includes taxes payable and social security contribution USD 3,790 thousand, payables to personnel USD 1,786 thousand and deferred revenue USD 282 thousand, which are not financial liabilities and hence excluded from the tables above.

Market risk

Market risk management

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. Market risk for all subsidiaries is monitored and managed by the Global Yatırım Holding's Treasury and Fund Management Department.

The Group has exposure to the following market risks from its use of financial instruments:
- currency risk
- interest rate risk

Currency risk

The Group is exposed to currency risk on sales, purchases and borrowings that are denominated in a currency other than the functional currency of each company. The currencies in which these transactions primarily are denominated are USD, Euro and TL.

In respect of other monetary assets and liabilities denominated in foreign currencies, the Group ensures that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

Currency risk exposures

As at 31 March 2023, foreign currency risk exposures of the Group comprised the following:

	As at 31 March 2023 ('000)			
	USD equivalents	USD	EUR	TL
Other non-current assets	5	–	–	87
Non-current assets	5	–	–	87
Trade and other receivables	5,364	–	4,531	8,439
Due from related parties	2,250	62	432	32,903
Other current assets	553	3	–	10,527
Cash and cash equivalents	901	112	612	2,379
Current assets	9,068	177	5,575	54,248
Total assets	9,073	177	5,575	54,335
Loans and borrowings	820	–	–	15,706
Other Liabilities	375	–	–	7,184
Non-current liabilities	1,195	–	–	22,890
Loans and borrowings	24,733	22,686	–	39,188
Trade and other payables	1,481	603	17	16,459
Due to related parties	471	–	433	6
Current tax liabilities	–	–	–	–
Current liabilities	26,685	23,289	450	55,653
Total liabilities	27,880	23,289	450	78,543
Net foreign currency position	(18,807)	(23,112)	5,125	(24,208)

Currency risk exposures

As at 31 March 2022, foreign currency risk exposures of the Group comprised the following:

	As at 31 March 2022 ('000)			
	USD equivalents	USD	EUR	TL
Other non-current assets	102	–	72	323
Non-current assets	102	–	72	323
Trade and other receivables	5,750	355	4,661	3,004
Due from related parties	307	62	220	–
Other current assets	269	103	18	2,132
Cash and cash equivalents	10,967	10,840	57	931
Current assets	17,293	11,360	4,956	6,067
Total assets	17,395	11,360	5,028	6,390
Loans and borrowings	3,707	2,406	–	19,058
Other liabilities	369	–	–	5,408
Non-current liabilities	4,076	2,406	–	24,466
Loans and borrowings	19,906	19,161	–	10,916
Trade and other payables	3,402	2,831	1	8,343
Due to related parties	–	–	–	–
Current tax liabilities	–	–	–	–
Current liabilities	23,308	21,992	1	19,259
Total liabilities	27,384	24,398	1	43,725
Net foreign currency position	(9,989)	(13,038)	5,027	(37,335)

34 Financial risk management continued
Market risk continued
Currency risk continued
In Turkey, cumulative inflation rates over a three-year period exceeded 100% as at April 2022 and the accounting firms, based on IAS 29 criteria, have now classified Turkey as a hyperinflationary economy for reporting periods ending on or after 30 June 2022. The Group is operating two ports in Turkey, Ege Port and Bodrum Cruise Port. Both ports are subject to US dollar risk, their customer base being European and US Cruise companies. Their borrowings and revenue streams are significantly running in USD hence their functional currencies are determined to be USD. These two ports are not subject to TL devaluation in their business. The only Group company which has TL as a functional currency, accordingly and is exposed to the Turkish economy is Global Liman. Global Liman is the intermediary Holding Company used for Port investments in Turkey. Per management's assessment on hyperinflation accounting, the Group is not subject to any material impact related to IAS 29.

Currency risk sensitivity analysis
The foreign exchange rate sensitivity is calculated by aggregation of the net foreign exchange exposure and a simultaneous parallel foreign exchange rates shift of all the currencies by 1 per cent against the respective functional currencies of the Company and its subsidiaries.

The following tables detail the Group's sensitivity analysis based on the net exposures of each of the subsidiaries and the Group as at 31 March 2023 and 31 March 2022, which could affect the consolidated income statement and other comprehensive income.

1 per cent is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates.

This analysis assumes that all other variables, in particular interest rates, remain constant.

The Group's sensitivity to foreign currency rates has increased during the current period and is primarily due to the increase in its portfolio of ports in the Mediterranean, namely the European region.

The following tables show the Group's foreign currency sensitivity analysis as at 31 March 2023 and 31 March 2022:

Year ended 31 March 2023 (USD '000)	USD	EUR	TL
Net financial assets	**–**	**557**	**–**
Net financial liabilities	**(2,311)**	**–**	**(126)**

10% appreciation/depreciation of the respective foreign currencies with respect to functional currency of the Group and its subsidiaries would result in decrease/increase in the Group's profit before tax and other comprehensive income by approximately USD 431 thousand and USD 9 thousand respectively, for the year ended 31 March 2023.

Year ended 31 March 2022 (USD '000)	USD	EUR	TL
Net financial assets	–	560	–
Net financial liabilities	(1,304)	–	(255)

10% appreciation/depreciation of the respective foreign currencies with respect to functional currency of the Group and its subsidiaries would result in decrease/increase in the Group's profit before tax and other comprehensive income by approximately USD 305 thousand and USD 12 thousand respectively, for the year ended 31 March 2022.

Interest rate risk

The Group's operations are subject to the risk of interest rate fluctuations to the extent that interest-earning assets and interest-bearing liabilities mature or reprice at different times or in differing amounts.

As of the reporting date, only one major loan arrangement of the Group is still revalued based on LIBOR as a reference rate. The switch from LIBOR to SOFR represents a shift from a forward-looking, interbank lending rate to an overnight, secured rate based on actual transactions. The financing agreement which is, as of the reporting date, still subject to LIBOR as a reference rate will switch to SOFR for interest periods after 30 June 2023. The adjustment follows LMA market standards and aims to create a neutral financial impact. No major change to the interest rate risk profile is expected from the switch from LIBOR to SOFR.

As at 31 March 2023 and 31 March 2022, the Group uses interest rate swaps to hedge its floating interest rate risk.

Interest rate risk exposures

The Group is exposed to interest rate risk because entities in the Group borrow funds at floating interest rates. The risk is managed by the use of interest rate swap contracts.

The Group's operations are subject to the risk of interest rate fluctuations to the extent that interest-earning assets and interest-bearing liabilities mature or re-price at different times or in differing amounts.

Interest rate exposure

(USD '000)		**As at 31 March 2023**	As at 31 March 2022
Fixed-rate financial instruments			
Financial assets	Cash and cash equivalents	**18,201**	1,595
	Loans and receivables	**65**	55
	Amounts due from related parties	**9,888**	9,907
Financial liabilities	Loans and borrowings	**(354,405)**	(334,286)
	Other financial liabilities	**(55,432)**	(51,070)
	Amounts due to related parties	**(29,830)**	(3,486)
		(411,513)	(377,285)
Effect of interest rate swap		**(2,204)**	(8,549)
		(413,717)	(385,834)
Floating-rate financial instruments			
Financial liabilities	Loans and borrowings	**(318,035)**	(264,302)
Effect of interest rate swap*		**2,204**	8,549
		(315,831)	(255,753)

* 75% of the loan to BPI has been hedged by entering into an interest rate swap requiring the Group to pay a fixed interest rate of 0.97 percent and receive Euribor until maturity of the loan (31 December 2023).

Floating rate loans with a principal amount of USD 2,204 thousand (31 March 2022: USD 8,549 thousand) have been designated in a cash flow hedge relationship.

Interest rate swap contracts

Under the interest rate swap contracts, the Group agrees to exchange the difference between fixed and floating rate interest amounts calculated on agreed notional principal amounts. Such contracts enable the Group to mitigate the risk of changing interest rates on the fair value of issued fixed rate debt held and the cash flow exposures on the issued variable rate debt held. The fair value of interest rate swaps at the reporting date is determined by discounting the future cash flows using the curves at the reporting date and the credit risk inherent in the contract and is disclosed below. The average interest rate is based on the outstanding balances at the end of the financial year.

The following tables detail the notional principal amounts and remaining items of interest rate swap contracts outstanding as at the reporting date.

34 Financial risk management continued

Cash flow hedges

Fixed rate contract	As at 31 March 2023 Average contract fixed interest rate (%)	Notional principal value (USD '000)	Fair value (USD '000)
Less than 1 year	**0.97**	**2,835**	**23**
1 to 2 years	**–**	**–**	**–**
2 to 5 years	**–**	**–**	**–**
5 years +	**–**	**–**	**–**
	0.97	**2,835**	**23**

Fixed rate contract	As at 31 March 2022 Average contract fixed interest rate (%)	Notional principal value (USD '000)	Fair value (USD '000)
Less than 1 year	0.97	5,714	78
1 to 2 years	0.97	2,835	23
2 to 5 years	–	–	–
5 years +	–	–	–
	0.97	8,549	101

The interest rate swaps settle on a semi-annual basis. The floating rate on the interest rate swaps is 0.97%. The Group will settle the difference between the fixed and floating interest rate on a net basis.

A fundamental review and reform of major interest rate benchmarks is being undertaken globally. There is uncertainty as to the timing and the methods of transition for replacing existing benchmark interbank offered rates (IBORs) with alternative rates.

As a result of these uncertainties, judgement is involved in determining whether certain hedge accounting relationships that hedge the variability of interest rate risk due to expected changes in IBORs continue to qualify for hedge accounting as at 31 March 2023. IBOR continues to be used as a reference rate in financial markets and is used in the valuation of instruments with maturities that exceed the expected end date for IBOR.

Therefore, the Group believes the current market structure supports the continuation of hedge accounting as at 31 March 2023.

All interest rate swap contracts exchanging floating rate interest amounts for fixed rate interest amounts are designated as cash flow hedges to reduce the Group's cash flow exposure resulting from variable interest rates on borrowings. The interest rate swaps and the interest payments on the loan occur simultaneously and the amount accumulated in equity is reclassified to profit or loss over the period that the floating rate interest payments on debt affect profit or loss.

Interest rate risk sensitivity analysis

As at 31 March 2023, had the interest rates been higher by 100 basis points where all other variables remain constant, interest expense would have been higher by USD 3,194 thousand (31 March 2022: higher by USD 2,558 thousand) and equity attributable to equity holders of the Company, excluding tax effects, would have been lower by USD 2,390 thousand (31 March 2022: lower by USD 2,421 thousand).

This analysis assumes that all other variables, in particular currency rates, remain constant.

The Group's sensitivity to interest rates has decreased during the current period mainly due to the reduction in variable rate debt instruments and the repayment of principal amounts.

Fair value measurements
The information set out below provides information about how the Group determines fair values of various financial assets and liabilities.

Determination of the fair value of a financial instrument is based on market values when there are two counterparties willing to sell or buy, except under the conditions of events of default forced liquidation. The Group determines the fair values based on appropriate methods and market information and uses the following assumptions: the fair values of cash and cash equivalents, other monetary assets, which are short term, trade receivables and payables and long term foreign currency loans and borrowings with variable interest rates and negligible credit risk change due to borrowings close to year end are expected to approximate to the carrying amounts.

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Input other than quoted prices included within level 1 that are observable for the assets or liabilities, either directly (i.e. as prices) or in directly (i.e. derived from prices);
- Level 3: Inputs for the asset or liability that is not based on observable market data (unobservable inputs).

As detailed in the following table, the directors consider the carrying amounts of the financial assets and financial liabilities recognised within the financial statements approximate to their fair values other than loans and borrowings.

		As at 31 March 2023		As at 31 March 2022	
Financial assets (USD '000)	Note	**Carrying Amount**	**Fai r Value**	Carrying Amount	Fair Value
Loans and receivables	17, 18, 33	**27,365**	**27,365**	37,275	37,275
Other financial assets		**65**	**65**	55	55
Financial liabilities					
Loans and borrowings	23	**610,211**	**610,211**	531,568	531,568
Leases	23	**62,231**	**62,231**	67,020	67,020

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

34 Financial risk management continued

Financial instruments at fair value

The table below analyses the valuation method of the financial instruments carried at fair value. The different levels have been defined as follows:

USD '000		Level 1	Level 2	Level 3	Total
As at 31 March 2023	Derivative financial liabilities	–	(45)	–	(45)
As at 31 March 2022	Derivative financial liabilities	–	101	–	101

Fair value measurements

The valuation technique and inputs used to determine the fair value of the interest rate swap is based on future cash flows estimated based on forward interest rates (from observable yield curves at the end of the reporting period) and contract interest rates, discounted at a rate that reflects the credit risk of various counterparties.

35 Events after the reporting date

The Group reached an agreement with Turkish authorities to extend its concession agreement for Ege Port, Kusadasi in May 2023. The original concession agreement was due to expire in July 2033, and following this extension agreement, the concession will now expire in July 2052.

In exchange for the extension of the existing concession agreement, Ege Port has paid an upfront concession fee of TRY 725.4 million (USD 38 million). In addition, Ege Port has committed to invest up to a further 10% of the upfront concession fee within the next 5 years into improving and enhancing the cruise port and retail facilities at the port, and will pay a variable concession fee equal to 5% of its gross revenues during the extension period starting after July 2033.

The upfront concession fee has been funded by a capital increase at Ege Port. This capital increase was provided by GPH only, as a result, GPH's equity stake in Ege Port has increased to 90.5% (from 72.5%).

Parent Company balance sheet
As at 31 March 2023 and 31 March 2022

	Note	2023 USD '000	2022 USD '000
Non-current assets			
Investments in subsidiaries	41	**139,410**	139,410
Investments in jointly controlled entities	42	**65**	65
Tangible assets		**–**	6
Due from related parties	46	**9,315**	8,845
Total non-current assets		**148,790**	148,326
Current assets			
Due from related parties	46	**44,527**	32,880
Trade receivables and other receivables		**98**	2,430
Prepayments	43	**60**	75
Cash and cash equivalents		**23,014**	15
Total current assets		**67,699**	35,400
Total assets		**216,489**	183,726
Current liabilities			
Trade and other payables		**(4,037)**	(2,626)
Tax liabilities		**(431)**	–
Due to related parties	46	**(68,245)**	(29,683)
Total current liabilities and total liabilities		**(72,713)**	(32,309)
Net current (liabilities)/asset		**(5,014)**	3,091
Net assets		**143,776**	151,417
Capital and reserves			
Share capital	44	**811**	811
Share based payments	39	**426**	367
Retained earnings		**142,539**	150,239
Shareholders' funds		**143,776**	151,417

Under section s408 of the Companies Act 2006 the company is exempt from the requirement to present its own profit and loss account. The loss for the Parent Company for the year was USD 7,700 thousand (2022: loss of USD 4,620 thousand).

These financial statements were approved by the board of directors on 7 July 2023 and signed on its behalf by:

Ercan Nuri Ergül
Board member
Company registered number: 10629250

The accompanying notes on pages 135 to 222 form part of these financial statements.

Parent Company Statement of changes in equity
For the year ended 31 March 2023 and 31 March 2022

	Notes	Share capital USD '000	Share based payment reserves USD '000	Retained earnings USD '000	Total USD '000
Balance as at 1 March 2022		**811**	**367**	**150,239**	**151,417**
Income for the period		**–**	**–**	**(7,700)**	**(7,700)**
Total comprehensive income for the period		**–**	**–**	**(7,700)**	**(7,700)**
Equity settled share-based payment transactions	39	**–**	**59**	**–**	**59**
Total transactions with owners of the Company			**59**		**59**
Balance as at 31 March 2023		**811**	**426**	**142,539**	**143,776**

	Notes	Share capital USD '000	Share based payment reserves USD '000	Retained earnings USD '000	Total USD '000
Balance as at 1 March 2021		811	239	145,619	146,669
Income for the period		–	–	4,620	4,620
Total comprehensive income for the period		–	–	4,620	4,620
Equity settled share-based payment transactions	39	–	128	–	128
Total transactions with owners of the Company		811	128	4,620	4,748
Balance as at 31 March 2022		811	367	150,239	151,417

The accompanying notes on pages 135 to 222 form part of these financial statements.

Notes to the Parent Company financial statements

36 Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the period.

(a) General information

Global Ports Holding (the "Company") was incorporated on 20 February 2017 in the United Kingdom under the Companies Act 2006.

On 17 May 2017, the Company undertook a share for share group restructure and became the 100% parent company of Global Liman Isletmeleri A.S.

Also on 17 May 2017, the Company and enlarged group completed an IPO and achieved a standard listing on the London Stock Exchange. The net proceeds received were USD 73,035k.

On 12 July 2017, a reduction of capital and cancellation of the share premium account was approved by the High Court of Justice of England and Wales (the "Court"), creating distributable reserves of USD 427,029k for the Company.

The Company is a public company limited by shares and is registered in England and Wales. The address of the Company's registered office is 3rd Floor, 35 Albemarle Street, London, United Kingdom W1S 4JD.

(b) Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102"). All amounts in the financial statements have been rounded to the nearest USD 1,000.

On incorporation, the Company was determined to have a functional and presentation currency of GBP. These were changed to USD with effect from 17 May 2017, being the date of the IPO, at which point the Company's circumstances changed significantly following the receipt of cash held primarily in USD and the establishment of dividend policy under which amounts would be received and declared in USD.

In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of the Company include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- Certain disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 34.

36 Accounting policies (continued)

(c) Going concern

The directors have considered estimates of cash flows for a period of at least 12 months from the date of the approval of the financial statements and have a reasonable expectation that the Company and its subsidiaries have adequate resources to continue in operational existence. The Company's resources ultimately depend on the intra group dividends and management fees received from subsidiaries as there is no operation. Other than the dividends and management fee revenue, there is no further impact on the parent Company accounts. Based on the conclusion reached in note 3f of the group accounts, the directors continue to adopt the going concern basis of accounting in preparing the consolidated financial statements. The financial statements have therefore been prepared using the going concern basis of accounting.

Refer to note 3(f) for detailed analysis on Group.

(d) Financial instruments

When a financial asset or financial liability is recognised initially, the Company measures it at its fair value, which is normally the transaction price (including transaction costs except in the initial measurement of financial assets and liabilities that are measured at fair value through profit or loss).

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

(e) Share-based payment transactions

The grant date fair value of share-based payments awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period in which the employees become unconditionally entitled to the awards. The fair value of the awards granted is measured based on a Monte Carlo model, taking into account the terms and conditions upon which the awards were granted. The amount recognised as an expense is adjusted to reflect the actual number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

(f) Short-term debtors and creditors

Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Where intercompany loans receivable and payable are repayable on demand, they are treated as short term debtors and creditors. Any losses arising from impairment are recognised in the income statement in other operating expenses.

(g) Investments

Investments are carried at cost less accumulated impairment. As permitted by Section 615 of the Companies Act 2006 and FRS 102, the cost of the Company's investments in Global Ports Holding Cruise Port Finance Ltd, and GPH Americas have been measured at the nominal value (USD 139,405,189, and USD 5,000, respectively) of the shares issued by the Company in consideration, reflecting the application of group reconstruction relief to that issue of shares.

(h) Investments in jointly controlled entities

Investments in jointly controlled entities are carried at cost less accumulated impairment.

(i) Impairment excluding stocks and deferred tax assets

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Non-financial assets

The investment balance is carried at historical cost less any provision for impairment. Each reporting period, the carrying value of the investment in GLI is compared to its recoverable amount, which is assessed with reference to the discounted cash flow forecasts generated by the underlying operations of the subsidiaries represented by the investment. The discounted cash flow forecasts are adjusted to reflect the requirements of IAS 36 "Impairment of Non-Current Assets". An impairment loss is recognised if the carrying amount of the investment exceeds the estimate of its recoverable amount.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists.

(j) Operating lease commitments

The Group has entered into commercial property leases as a lessee it obtains use of property, plant and equipment. The classification of such leases as operating or finance lease requires the Group to determine, based on an evaluation of the terms and conditions of the arrangements, whether it retains or acquires the significant risks and rewards of ownership of these assets and accordingly whether the lease requires an asset and liability to be recognised in the statement of financial position.

(k) Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the Company supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax liabilities are recognised for timing differences arising from investments in subsidiaries and associates, except where the Company is able to control the reversal of the timing difference and it is probable that it will not reverse in the future.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference. Deferred tax relating to non-depreciable property, plant and equipment measured using the revaluation model and investment property is measured using the tax rates and allowances that apply to sale of the asset. In other cases, the measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

36 Accounting policies (continued)
Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income.

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the Company intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Deferred tax assets and liabilities are offset only if: a) the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

(l) Foreign currencies
The Company records cash flows arising from transactions in a foreign currency in the Company's functional currency by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the cash flow or an exchange rate that approximates the actual rate. Unrealised gains and losses arising from changes in foreign currency exchange rates are not cash flows. The Company remeasured cash and cash equivalents held during the reporting period (such as amounts of foreign currency held and foreign currency bank accounts) at period-end exchange rates. Intercompany receivables and payables are revalued with period-end exchange rates.

(m) Interest income
Interest income is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

37 Critical accounting judgements and key sources of estimation uncertainty
Key sources of estimation uncertainty
(a) Impairment of investments in subsidiaries
Determining whether the Company's equity investments in subsidiaries have been impaired requires estimations of the recoverable amount of the investments. Recoverable amount is the higher of fair value less costs of disposal and value in use. The value in use calculations require the Company to estimate the future cash flows expected to arise from the investments and suitable discount rates in order to calculate present values. Value in use calculations requires subjective judgements based on a wide range of variables at a point in time including future passenger numbers or commercial volumes. Any significant decrease in variables used for value in use calculation is assessed as an impairment indicator. If the recoverable amount of an investment is estimated to be less than its carrying amount, the carrying amount of the investment is reduced to its recoverable amount and an impairment loss is recognised in the income statement. Investment in subsidiaries amounts to USD 139,410 thousand as of 31 March 2023 (31 March 2022: USD 139,410 thousand). No impairment loss has been recognised for the period ended 31 March 2023 and 31 March 2022 (Note 41). For further information please refer to Note 3 (d) in the Group accounts.

38 Staff numbers and costs
The average number of persons employed by the Company (including directors) during the year, analysed by category, was as follows:

	2023	2022
Permanent	**4**	8
	4	8

The aggregate payroll costs of these persons were as follows:

	2023 USD'000	2022 USD'000
Employee benefits	**3,021**	1,874
– Wages and salaries	**2,661**	1,708
– Social security contributions	**–**	–
– Overtime & Bonuses paid	**301**	38
– Equity-settled share-based payment arrangements	**59**	128

39 Share based payment arrangements

At 31 March 2023 and 31 March 2022, the Group had an equity settled share option program. Details presented on Note 25.

40 Auditor's remuneration

Fees payable to auditor and their associates for non-audit services to the Company are not required to be disclosed because the consolidated financial statements of the parent company are required to disclose such fees on a consolidated basis.

41 Investments in subsidiaries

	2023 USD '000	2022 USD '000
GPH CPF/Global Liman A.S	**139,405**	139,405
GPH Americas	**5**	5
Total	**139,410**	139,410

Investments

The Company has investments directly or indirectly in the following subsidiary undertakings, associates and other significant investments.

All Subsidiaries have regular shares, without any privileged shareholding structure, except Nassau Cruise Port, in which Company has Type A shares, which allows company to assign 5 out of 7 Board members, while board decisions require a simple majority.

Global Ports Destination Services Ltd (Company no. 12367368) and Global Ports Americas Holding Limited (Company no. 13513007) are entitled to and have taken advantage of the exemption from statutory audit conferred under section 479A of the Companies Act 2006.

41 Investments (continued)

Name of the Company	Registered office address	Holding	%
Global Liman A.S.	Büyükdere Cad. No:193 Levent 193 Plaza Giriş kat 34394 Şişli, İstanbul, Turkey	Intermediary Holding Company	100.0
Global Ports Destination Services*	35 Albemarle Street 3rd Floor, London W1S 4JD, United Kingdom	Intermediary Holding Company	100.0
GPH Cruise Port Finance Ltd.*	35 Albemarle Street 3rd Floor, London W1S 4JD United Kingdom	Intermediary Holding Company	100.0
Port Finance Investment Ltd.	35 Albemarle Street 3rd Floor, London W1S 4JD United Kingdom	Intermediary Holding Company	100.0
Global Ports Americas Holding Ltd. *	35 Albemarle Street 3rd Floor, London W1S 4JD, United Kingdom	Intermediary Holding Company	100.0
Ege Liman İşletmeleri A.Ş.	Büyükdere Cad. No:193 Levent 193 Plaza Giriş kat 34394 Şişli, İstanbul, Turkey	Subsidiary	72.5
Bodrum Liman İşletmeleri A.Ş.	Büyükdere Cad. No:193 Levent 193 Plaza Giriş kat 34394 Şişli, İstanbul, Turkey	Subsidiary	60.0
AD Port of Adria – Bar	Obala 13 jula, Bar – Montenegro	Subsidiary	63.2
Barcelona Port Investments, S.L	World Trade Center 08039 Barcelona – Spain	Subsidiary	62.0
Creuers del Port de Barcelona, S.A.	Estacio Maritima Nord Atell WTC 08039 Barcelona – Spain	Subsidiary	62.0
Cruceros Malaga, S.A.	Estación Marítima de Levante 29001 Málaga – Spain	Subsidiary	62.0
Global Ports Tarragona S.L.	Travessera de Gracia 11, 5a, 08021 Barcelona – Spain	Subsidiary	100.0
Global Ports Services Med S.L.	35 Albemarle Street 3rd Floor, London W1S 4JD, United Kingdom	Subsidiary	100.0
Global Ports Canary Islands S.L.	Muelle Leon y Castillo, 35008 Las Palmas de Gran Canaria – Spain	Subsidiary	80.0
Global Ports Alicante S.L.	Estacio Maritima Sur Delle Muelle de Barcelona WTC 08039 Barcelona – Spain	Subsidiary	80.0
GPH (Kalundborg) ApS	Tuborg Boulevard 1, 2900, Hellerup – Denmark	Subsidiary	100.0
Global Ports Netherlands B.V.	Prins Bernhardplein 200, 1097 JB Amsterdam, Netherlands	Subsidiary	100.0
Global Ports Europe B.V	Prins Bernhardplein 200, 1097 JB Amsterdam, Netherlands	Subsidiary	100.0
Global Ports Mediterranean Ltd	ML DE BCN, Ed. World Trade Center, Est. Maritima Sur Barcelona	Subsidiary	100.0
Shore Handling	C/ Les Rafeletes, 1 Planta Entlo. 07015, Palma de Mallorca, Spain	Subsidiary	51.0
Balearic Handling	C/ Gordillo, 13, 7ª Planta, 35008 Las Palmas de Gran Canaria, Spain	Subsidiary	51.0
Global Ports Melita Ltd.	Suite 21, Block A, Il-Pjazzetta, Tower Road Sliema Malta	Subsidiary	100.0
Valletta Cruise Port PLC	45/46 Pinto Wharf Floriana FRN 1913	Subsidiary	55.6
Travel Shopping Ltd.	45/46 Pinto Wharf Floriana FRN 1913	Subsidiary	50.0
GPH Malta Finance PLC	45/46 Pinto Wharf Floriana FRN 1913	Subsidiary	100.0
Port Operation Holding Srl	Viale Andrea Doria 7 Milano –20124 Italy	Subsidiary	100.0
Port Operations Services (Cyprus) Ltd.	10-12 Florinis Street, STADYL Building 4th Floor Nicosia, 1065 Cyprus	Subsidiary	95.0
Ravenna Terminali Passegeri Srl	Porto Corsini 48123 Ravenna, Italy	Subsidiary	100.0
Catania Cruise Terminal Srl	Terminal Crociere sporgente centrale – Porto 95121 Catania	Subsidiary	63.2
Cagliari Cruise Port Srl	Molo Rinascita – Porto 09123 Cagliari – Italy	Subsidiary	70.9
Taranto Cruise Port Srl	Viale Andrea Doria 7 Milano –20124 Italy	Subsidiary	100.0
Crotone Cruise Port Srl.		Subsidiary	100.0

Name of the Company	Registered office address	Holding	%
Zadar International Port Operations d.o.o.	Ulica Tadije Smičiklasa 21/II, Zagreb, Croatia	Subsidiary	100.0
GPH (Americas) Ltd	Lyford Manor (West Bldg), Western Road, Lyford Cay P. O. Box CB-13007, Nassau, The Bahamas	Subsidiary	100.0
GPH (Bahamas) Ltd	Lyford Manor (West Bldg), Western Road, Lyford Cay P. O. Box CB-13007, Nassau, The Bahamas	Subsidiary	100.0
Nassau Cruise Port Ltd	Lyford Manor (West Bldg), Western Road, Lyford Cay P. O. Box CB-13007, Nassau, The Bahamas	Subsidiary	49.0
GPH (Antigua) Ltd	No.11, Old Parham Road, St John's, Antigua, West Indies	Subsidiary	100.0
Global Depolama A.Ş.	Rıhtım Caddesi No: 51 Karaköy 34425 Istanbul – Turkey	Subsidiary	100.0
Goulette Cruise Holding Ltd.	100 New Bridge Street EC4V 6JA, London United Kingdom	Joint Venture	50.0
LCT – Lisbon Cruise Terminals, LDA	Rua Da Instituto Industrial, 18 1E 1200 225 Lisboa	Associate	46.2
SATS – Creuers Cruise Services Pte. Ltd.	61 Marina Coastal Drive Singapore, 018947	Associate	24.8
Venezia Investimenti Srl.	Via Cappuccina N 20 Venezia Mestre, 30174 Italy	Associate	25.0
La Spezia Cruise Facility Srl.	Viale San Bartolomeo, 109 19126 La Spezia	Associate	28.5
Pelican Peak Investment Inc.	3200 – 650 West georgia street Vancouver BC V6B 4P7 Canada	Associate	10.2

* Company is controlled directly by GPH PLC.

Subsidiary undertakings

	USD '000
Cost	
At 1 April 2022	**139,410**
Impairment	**–**
At 31 March 2023	**139,410**
Carrying value	**139,410**

42 Investments in jointly controlled entities

	2023 USD '000	2022 USD '000
Goulette Cruise Holding (Note 15)	**65**	65
Total	**65**	65

43 Prepayments

Short term prepayments comprise of advances given to consultants as per the agreement for project basis due diligence works.

44 Called up share capital and reserves

	2023 USD '000	2022 USD '000
Allotted, called up and fully-paid		
62,826,963 ordinary shares of £0.01 each	**811**	811

The Company has one class of ordinary shares which carry no right to fixed income. The ordinary shares carry full voting rights and the right to receive dividends. The ordinary shares do not confer any right of redemption. In connection with the new refinancing, the Company has issued warrants over its shares. Refer to note 23(i).

45 Obligations under leases and hire purchase contracts

The Company used operational lease to rent its office at third floor offices at 34 Brook Street London. This lease has no purchase options and escalation clauses.

Future minimum rentals payable under non-cancellable operating leases are as follows:

	2023 USD '000	2022 USD '000
Within one year	–	241
In two to five years	–	–
Total	–	241

USD 235 thousand has been recorded as rent expense in the current year (2022: USD 184 thousand).

46 Related party transactions

Directors' transactions

Key management personnel comprised the members of the Board. For the year ended 31 March 2023 and 31 March 2022, details of benefits to key management personnel comprised the following:

	2023 (USD '000)	2022 (USD '000)
Salaries and attendance fees	1,889	857
Bonus	–	–
Total	1,889	857

Other related party transactions

The related parties of the Company which are disclosed in this note comprised the following:

31.03.2023 Current	Relationship	Amounts due from USD '000	Amounts owing to USD '000
Global Yatırım Holding A.Ş.[1]	Parent company	–	27,679
Global Liman İşletmeleri A.Ş.	Subsidiary	1,132	–
GPH Cruise Port Finance[2]	Subsidiary	–	18,472
GP Malta Finance Ltd	Subsidiary	–	19,177
Global Ports Melita	Subsidiary	–	900
Valetta Cruise Port	Subsidiary	–	41
Global Ports Europe B.V.[3]	Subsidiary	6,233	–
GP Netherlands B.V.	Subsidiary	33	
GPH Group Ports[4, 5]	Subsidiaries	1,990	
Global Ports Destination Services	Subsidiary	3	–
Port Operations Services (Cyprus)	Subsidiary	42	–
Antigua Cruise Port[6]	Subsidiary	27,536	–
GP-Med	Subsidiary	1,320	–
GP Americas	Subsidiary	5,979	
Goulette Cruise Port[5]	Joint Venture	238	–
Lisbon Cruise Terminals[5]	Associate	21	–
Mehmet Kutman	Chairman	–	1,286
Ayşegül Bensel	Member of BoD	–	690
Total		44,527	68,245
Non-current			
Goulette Cruise Port[7]	Joint Venture	9,315	–
Total		9,315	–

1 The Company is using consultancy services from its ultimate owner for business development and other matters, and receives long-term subordinated financing for financing requirements of subsidiaries and project expenses.
2 Management has decided to transfer a significant portion of payables to Global Liman to GPH Cruise Port Finance (fully owned holding subsidiary) as a result of refinancing Eurobond on GLI and restructuring of the Group.
3 Company is financing its subsidiary for the repayment of its debt. Yearly interest of 4.5% is charged to the subsidiary.
4 Company has issued invoices to subsidiaries for the marketing effort spent.
5 Company issued management fees to its subsidiary for services given and expertise shared with the subsidiary.
6 Company has given loans to fulfil financial requirements of Antigua Cruise Port.
7 Company had provided a long-term loan to its JV for financing the acquisition and financing of operations in Goulette Cruise Company.

31.03.2022 Current	Relationship	Amounts due from USD '000	Amounts owing to USD '000
Global Yatırım Holding A.Ş.[1]	Parent company	–	4,024
Global Liman İşletmeleri A.Ş.[2]	Subsidiary	–	5,211
GPH Cruise Port Finance[3]	Subsidiary	–	20,121
Global Ports Europe B.V.[4]	Subsidiary	6,506	–
Antigua Cruise Port[7]	Subsidiary	22,109	–
GPH Group Ports[5, 6]	Subsidiaries	2,871	–
Global Ports Destination Services	Subsidiary	3	–
Port Operations Services (Cyprus)	Subsidiary	23	–
Lisbon Cruise Terminals[5]	Associate	21	–
Sats Creuers Cruise Services[5]	Associate	8	–
Goulette Cruise Port[5]	Joint Venture	21	–
GP-Med	Subsidiary	1,318	–
Mehmet Kutman	Chairman	–	105
Ayşegül Bensel	Member of BoD	–	222
Total		32,880	29,683
Non-current			
Goulette Cruise Port[8]	Joint Venture	8,845	–
Total		8,845	–

1 Company is using consultancy from its ultimate owner for business development.
2 Global Liman (fully owned holding subsidiary) paid advance dividend to the Company for acquisition and all relevant transactions made by the Company
3 Management has decided to transfer significant portion of payables to Global Liman to GPH Cruise Port Finance (fully owned holding subsidiary) as a result of refinancing Eurobond on GLI and restructuring of the Group.
4 Company is financing its subsidiary for the repayment of its debt. Yearly interest of 4.5% is charged to subsidiary.
5 Company has issued invoice to subsidiaries for the marketing effort spent.
6 Company issued management fees to its subsidiary for services given and expertise shared with the subsidiary.
7 Company has given loans to fulfil financial requirements of Antigua Cruise Port.
8 Company had provided a long-term loan to its JV for financing the acquisition of Goulette Cruise Company.

For the year ended 31 March 2023 and 31 March 2022, transactions with other related parties comprised the following:

	2023			2022		
(USD '000)	**Rent Income**	**Interest Income**	**Management Fees**	Rent Income	Interest Income	Management Fees
Goulette Cruise Port	**–**	**348**	**–**	–	362	–
GPH Group Ports	**–**	**1,906**	**5,075**	–	–	5,064
Global Liman	**–**	**–**	**–**	–	–	441
Global Yatırım Holding	**–**	**–**	**–**	168	–	–
Total	**–**	**2,254**	**5,075**	168	362	5,505

	2023			2022		
(USD '000)	**Project Expenses**	**Interest Expense**	**Other**	Project Expenses	Interest Expense	Other
Global Yatırım Holding	**3,311**	**1,545**	**–**	–	214	–
Global Liman	**–**	**–**	**–**	–	–	158
Total	**3,311**	**1,545**	**–**	–	214	158

47 Dividends on equity shares

The Board of the Company decided to suspend dividends. with a resolution dated March 2020,No dividend distribution was made during the financial year ended 31 March 2023 or 31 March 2022.

48 Controlling party

In the opinion of the Directors, the Company's ultimate parent Company is Global Yatırım Holding A.Ş. "GYH", a Company incorporated in Turkey. The parent undertaking of the largest group, which includes the Company and for which group accounts are prepared, is Global Yatırım Holding A.Ş., a Company incorporated and public company in Turkey, Esentepe Mahallesi Büyükdere Caddesi 193 No:2 Şişli/İstanbul.

Mr. Mehmet Kutman, chairman of GYH, with his shares in Turkcom A.Ş., controls the Company as a result of controlling, directly or indirectly 21.4 per cent of the issued share capital of GYH as of 11 March 2023. Refer to note 46 for further details on related parties.

49 Events after balance sheet date

None.

Glossary of alternative performance measures (APM)

These financial statements includes certain measures to assess the financial performance of the Group's business that are termed "non-IFRS measures" because they exclude amounts that are included in, or include amounts that are excluded from, the most directly comparable measure calculated and presented in accordance with IFRS, or are calculated using financial measures that are not calculated in accordance with IFRS. These non-GAAP measures comprise the following;

Segmental EBITDA

Segmental EBITDA calculated as income/(loss) before tax after adding back: interest; depreciation; amortization; unallocated expenses; and specific adjusting items.

Management evaluates segmental performance based on Segmental EBITDA. This is done to reflect the fact that there is a variety of financing structures in place both at a port and Group-level, and the nature of the port operating right intangible assets vary by port depending on which concessions were acquired versus awarded, and which fall to be treated under IFRIC 12. As such, management considers monitoring performance in this way, using Segmental EBITDA, gives a more comparable basis for profitability between the portfolio of ports and a metric closer to net cash generation. Excluding project costs for acquisitions and one-off transactions such as project specific development expenses as well as unallocated expenses, gives a more comparable year-on-year measure of port-level trading performance.

Management is using Segmental EBITDA for evaluating each port and group-level performances on operational level. As per management's view, some specific adjusting items included on the computation of Segmental EBITDA.

Specific adjusting items

The Group presents specific adjusting items separately. For proper evaluation of individual ports financial performance and consolidated financial statements, Management considers disclosing specific adjusting items separately because of their size and nature. These expenses and income include project expenses; being the costs of specific M&A activities, the costs associated with appraising and securing new and potential future port agreements which should not be considered when assessing the underlying trading performance and the costs related to the refinancing of Group debts, the replacement provisions, being provision created for replacement of fixed assets which does not include regular maintenance, other provisions and reversals related to provisions provided, being related to unexpected non-operational transactions, impairment losses, construction accounting margin, being related to IFRIC 12 computation and main business of the Group is operating ports rather than construction, employee termination expenses, income from insurance repayments, income from scrap sales, gain/loss on sale of securities, other provision expenses, redundancy expenses and donations and grants.

Specific adjusting items comprised as following,

	Year ended 31 March 2023 (USD '000)	Year ended 31 March 2022 (USD '000)
Project expenses	**11,201**	7,897
Employee termination expenses	**344**	205
Replacement provisions	**298**	671
Provisions/(reversal of provisions)*	**680**	2,820
Impairment losses	**659**	–
Construction accounting margin	**(1,928)**	(1,762)
Other expenses/(income)	**1,645**	821
Specific adjusting items	**12,899**	10,652

* This figure composed of expected impairment losses on receivables, provision expenses excluding vacation pay and replacement provisions (refer note 30), impairment losses related to assets (refer note 13) and impairment losses on receivables of Equity accounted investees (refer note 18).

Adjusted EBITDA
Adjusted EBITDA calculated as Segmental EBITDA less unallocated (holding company) expenses.

Management uses Adjusted EBITDA measure to evaluate Group's consolidated performance on an "as-is" basis with respect to the existing portfolio of ports. Notably excluded from Adjusted EBITDA, the costs of specific M&A activities and the costs associated with appraising and securing new and potential future port agreements. M&A and project development are key elements of the Group's strategy in the Cruise segment. Project lead times and upfront expenses for projects can be significant, however these expenses (as well as expenses related to raising financing such as IPO or acquisition financing) do not relate to the current portfolio of ports but to future EBITDA potential. Accordingly, these expenses would distort Adjusted EBITDA which management is using to monitor the existing portfolio's performance.

A full reconciliation for Segmental EBITDA and Adjusted EBITDA to profit before tax is provided in the Segment Reporting Note 5 to these financial statements.

Underlying Profit
Management uses this measure to evaluate the normalised profitability of the Group to exclude the specific non-recurring expenses and income, non-cash foreign exchange transactions, and adjusted for the non-cash port intangibles amortisation charge, giving a measure closer to actual net cash generation, which the directors' consider a key benchmark in making the dividend decision.

Underlying Profit is calculated as profit/(loss) for the year after adding back: amortization expense in relation to Port Operation Rights, non-cash provisional income and expenses, non-cash foreign exchange transactions and specific non-recurring expenses and income.

Adjusted earnings per share
Adjusted earnings per share is calculated as underlying profit divided by weighted average per share.

Management uses these measures to evaluate the profitability of the Group normalised to exclude the gain on reversal of provisions, non-cash provisional income and expenses, gain or loss on foreign currency translation on equity, unhedged portion of investment hedging on Global Liman, adjusted for the non-cash port intangibles amortisation charge, and adjusted for change in accounting policies, giving a measure closer to actual net cash generation, which the directors' consider a key benchmark in making the dividend decision. Management decided this year that in the light of a more meaningful presentation of the underlying profit, the unhedged portion of the investment hedge on Global Liman and any gain or loss on foreign currency translation on equity as explained in note 14 have been excluded.

Underlying profit and adjusted earnings per share computed as following;

	Year ended 31 March 2023 (USD '000)	Year ended 31 March 2022 (USD '000)
(Loss)/Profit for the Period, net of IFRS 16 impact	**(10,549)**	(44,540)
Impact of IFRS 16	**1,875**	(2,566)
(Loss)/Profit for the Period	**(8,674)**	(47,106)
Amortisation of port operating rights/RoU asset/Investment Property	**19,747**	20,739
Non-cash provisional (income)/expenses*	**1,322**	3,697
Impairment losses	**659**	–
Unhedged portion of Investment hedging on Global Liman (note 14)	**–**	3,354
(Gain)/loss on foreign currency translation on equity (note 14)	**412**	1,330
Underlying Profit/(Loss)	**13,466**	(17,987)
Weighted average number of shares	**62,826,963**	62,826,963
Adjusted earnings per share (pence)	**21.43**	(28.63)

* This figure composed of employee termination expense, replacement provision, and provisions/(reversal of provisions) under specific adjusting items.

Net debt

Net debt comprises total borrowings (bank loans, Eurobond and finance leases net of accrued tax) less cash, cash equivalents and short term investments.

Management includes short term investments into the definition of Net Debt, because these short-term investment are comprised of marketable securities which can be quickly converted into cash.

Net debt comprised as following:

	Year ended 31 March 2023 (USD '000)	Year ended 31 March 2022 (USD '000)
Current loans and borrowings	**66,488**	75,998
Non-current loans and borrowings	**605,954**	522,590
Gross debt	**672,442**	598,588
Lease liabilities recognized due to IFRS 16 application	**(60,143)**	(63,883)
Gross debt, net of IFRS 16 impact	**612,299**	534,705
Cash and bank balances	**(118,201)**	(99,687)
Short term financial investments	**(65)**	(55)
Net debt	**494,033**	434,963
Equity	**35,297**	50,397
Net debt to Equity ratio	**14.00**	8.63

Leverage ratio

Leverage ratio is used by management to monitor available credit capacity of the Group.

Leverage ratio is computed by dividing gross debt to Adjusted EBITDA.

Leverage ratio computation is made as follows;

	Year ended 31 March 2023 (USD '000)	Year ended 31 March 2022 (USD '000)
Gross debt	**642,442**	598,588
Lease liabilities recognised due to IFRS 16 application	**(60,143)**	(63,883)
Gross debt, net of IFRS 16 impact	**612,299**	534,705
Adjusted EBITDA	**72,677**	7,010
Impact of IFRS 16 on EBITDA	**(5,008)**	(5,205)
Adjusted EBITDA, net of IFRS 16 impact	**67,669**	1,805
Leverage ratio	**9.0**	296.1

CAPEX

CAPEX represents the recurring level of capital expenditure required by the Group excluding M&A related capital expenditure.

CAPEX computed as 'Acquisition of property and equipment' and 'Acquisition of intangible assets' per the cash flow statement.

	Year ended 31 March 2023 (USD '000)	Year ended 31 March 2022 (USD '000)
Acquisition of property and equipment	**4,327**	5,434
Acquisition of intangible assets	**96,583**	89,199
CAPEX	**100,910**	94,633

Cash conversion ratio

Cash conversion ratio represents a measure of cash generation after taking account of on-going capital expenditure required to maintain the existing portfolio of ports.

It is computed as Adjusted EBITDA less CAPEX divided by Adjusted EBITDA.

	Year ended 31 March 2023 (USD '000)	Year ended 31 March 2022 (USD '000)
Adjusted EBITDA	**72,677**	7,010
Impact of IFRS 16 on EBITDA	**(5,008)**	(5,205)
Adjusted EBITDA, net of IFRS 16 impact	**67,669**	1,805
CAPEX	**(100,910)**	(94,633)
Cash converted after CAPEX	**(33,211)**	(92,828)
Cash conversion ratio	**49.08%**	5142.83%

Hard currency

Management uses the term hard currency to refer to those currencies that historically have been less susceptible to exchange rate volatility. For the year ended 31 March 2023 and 2022, the relevant hard currencies for the Group are US Dollar, Canadian Dollar, Euro, Denmark Krona and Singaporean Dollar.

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