

**Global Liman İşletmeleri Anonim Şirketi
and its Subsidiaries**

Condensed Consolidated Interim
Financial Information
As at and for the Nine Months Ended
30 September
2019

This report includes 33 pages of condensed consolidated interim financial information together with their explanatory notes.

Global Liman İşletmeleri A.Ş. and its Subsidiaries

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Global Liman İşletmeleri A.Ş. and its Subsidiaries
Condensed Consolidated Interim Statement of Profit or Loss and Other
Comprehensive Income
For the nine months ended 30 September 2019
(Amounts expressed in USD 000's ("USD'000"))

	Notes	1 January- 30 September 2019	1 January- 30 September 2018
Revenue	4	91,508	94,475
Cost of sales	4	(59,492)	(58,034)
Gross profit		32,016	36,441
Other income		2,725	6,522
Selling and marketing expenses		(1,975)	(610)
Administrative expenses	6	(9,659)	(9,919)
Other expenses		(6,385)	(7,363)
Operating profit		16,722	25,071
Finance income	7	3,754	30,506
Finance costs	7	(30,849)	(53,044)
Net finance costs		(27,095)	(22,538)
Share of profit of equity-accounted investees		4,417	3,656
Profit before tax		(5,956)	6,189
Income tax (expense) / benefit	5	(2,573)	(2,722)
(Loss) / profit for the period		(8,529)	3,467
(Loss) / profit attributable to:			
Owners of the Company		(11,389)	3,177
Non-controlling interests		2,860	290
		(8,529)	3,467
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Foreign currency translation differences		13,961	80,675
Remeasurement of defined benefit obligation		(23)	3
Income tax relating to items that will not be reclassified subsequently to profit or loss		5	(1)
		13,943	80,677
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation differences		(8,143)	(5,724)
Cash flow hedges - effective portion of changes in fair value		(74)	77
Gain on a hedge of a net investment		(14,598)	(93,853)
		(22,815)	(99,500)
Other comprehensive income for the period, net of income tax		(8,872)	(10,997)
Total comprehensive income/(loss) for the period		(17,401)	(12,717)
Total comprehensive income attributable to:			
Owners of the Company		(16,682)	(12,340)
Non-controlling interests		(719)	(3,016)
		(17,401)	(15,356)
Basic and diluted (loss) / earnings per share (cents per share)	14	(15.33)	4.28

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

Global Liman İşletmeleri A.Ş. and its Subsidiaries
Condensed Consolidated Interim Statement of Financial Position
As at 30 September 2019
(Amounts expressed in USD 000's ("USD'000"))

	<i>Notes</i>	As at 30 September 2019	As at 31 December 2018
Non-current assets			
Property and equipment	8	123,053	129,312
Intangible assets	9	358,614	392,361
Right-of-use asset		54,400	--
Goodwill		13,485	13,485
Equity-accounted investees		24,936	26,003
Other investments		4	4
Deferred tax assets	5	2,100	3,066
Other non-current assets		4,245	4,626
		580,837	568,857
Current assets			
Trade and other receivables		30,831	19,987
Due from related parties	17	26,556	2,263
Other investments		69	72
Other current assets		3,121	2,937
Inventory		1,387	1,454
Prepaid taxes		84	1,363
Cash and cash equivalents	10	66,170	79,280
		128,218	107,356
Total assets		709,055	676,213
Current liabilities			
Loans and borrowings	12	58,495	48,755
Trade and other payables		13,296	14,344
Due to related parties	17	7,225	7,324
Current tax liabilities		4,290	2,459
Provisions	13	2,012	955
		85,318	73,837
Non-current Liabilities			
Loans and borrowings	12	351,917	298,296
Other financial liabilities		798	3,410
Derivative financial liabilities		1,190	617
Deferred tax liabilities	5	85,142	92,294
Provisions	13	7,361	8,861
Employee benefits		860	797
		447,268	404,275
Total liabilities		532,586	478,112
Net assets		176,469	198,101
Equity			
Share capital	11	33,836	33,836
Share premium account		54,539	54,539
Legal reserves	11	13,038	13,030
Hedging and Translation reserves		(2,756)	2,519
Retained earnings		(8,282)	3,133
Equity attributable to equity holders of the Company		90,375	107,057
Non-controlling interests		86,094	91,044
Total equity		176,469	198,101

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

Global Liman İşletmeleri A.Ş. and its Subsidiaries
Condensed Consolidated Interim Statement of Changes in Equity
For the nine months ended 30 September 2019
(Amounts expressed in USD 000's ("USD'000"))

	Note	Share capital	Share premium	Legal reserves	Hedging reserves	Translation reserves	Retained earnings	Total	Non-controlling interests	Total equity
Balance at 1 January 2018		33,836	54,539	13,012	(135,763)	150,626	1,957	118,207	92,895	211,102
Total comprehensive income										
Loss for the period		--	--	--	--	--	3,177	3,177	290	3,467
Other comprehensive income		--	--	--	(93,776)	78,257	2	(15,517)	(3,306)	(18,823)
Total comprehensive income for the period		--	--	--	(93,776)	78,257	3,179	(12,340)	(3,016)	(15,356)
Contributions and distributions										
Transfer to legal reserves		--	--	18	--	--	(18)	--	--	--
Dividends	11	--	--	--	--	--	--	--	(1,992)	(1,992)
Total contributions and distributions		--	--	18	--	--	(18)	--	(1,992)	(1,992)
Transactions with owners in their capacity as owners:										
Transactions with non-controlling interests		--	--	--	--	--	--	--	94	94
Total changes in ownership interest		--	--	--	--	--	--	--	94	94
Total transactions with owners of the Company		--	--	18	(93,776)	78,257	3,161	(12,340)	(4,914)	(17,254)
Balance at 30 September 2018		33,836	54,539	13,030	(229,539)	228,883	5,118	105,867	87,981	193,848

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

Global Liman İşletmeleri A.Ş. and its Subsidiaries
Condensed Consolidated Interim Statement of Cash Flows
For the nine months ended 30 September 2019
(Amounts expressed in USD 000's ("USD'000"))

<i>Notes</i>	Nine months period ended 30 September 2019	Nine months period ended 30 September 2018
Cash flows from operating activities		
(Loss) / profit for the period	(8,529)	3,466
Adjustments for		
Depreciation and amortization expense	8, 9 34,752	33,640
Share of profit of equity-accounted investees, net of tax	(4,417)	(3,656)
Gain on disposal of Property Plant and Equipment	(17)	(175)
Finance costs (excluding foreign exchange differences)	7 22,545	19,197
Finance income (excluding foreign exchange differences)	7 (224)	(904)
Income tax (benefit) / expense	5 2,573	2,722
Employment termination indemnity reserve	106	135
Provisional charges	1,512	872
Foreign exchange differences on finance costs and income, net	7 4,774	4,245
Operating cash flow before changes in operating assets and liabilities	53,075	59,542
Changes in:		
- trade and other receivables	(10,843)	(3,270)
- other current assets	1,180	3,152
- related party receivables	(24,293)	18
- other non-current assets	381	160
- trade and other payables	(1,847)	(2,283)
- related party payables	(100)	369
- provisions	(11)	(327)
Cash generated by operations before benefit and tax payments	17,542	57,361
Employee benefits paid	(22)	(122)
Income taxes paid	(5,495)	(2,847)
Net cash generated from operating activities	12,025	54,392
Investing activities		
Acquisition of property and equipment	(6,863)	(8,678)
Advances given for tangible assets	(18)	--
Acquisition of intangible assets	9 (94)	(221)
Proceeds from sale of property and equipment	22	182
Proceeds from sale of investments	--	13,765
Dividends from Equity accounted investees	2,849	541
Interest received	227	395
Net cash used in investing activities	(3,877)	5,984
Financing activities		
Equity injection by minorities to subsidiaries	--	94
Change in due from related parties	--	(146)
Changes in due to related parties	--	3,435
Dividends paid	(5,473)	(1,992)
Interest paid	(14,149)	(9,816)
Proceeds from borrowings	24,647	34,795
Repayments of borrowings	(18,469)	(31,448)
Net cash used in financing activities	(13,444)	(5,078)
Net decrease in cash and cash equivalents	(5,296)	55,298
Effect of foreign exchange rate changes on cash and cash equivalents	(7,814)	(7,617)
Cash and cash equivalents at the beginning of the year	79,280	48,308
Cash and cash equivalents at the end of the period	10 66,170	95,989

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

Global Liman İşletmeleri A.Ş. and its Subsidiaries

Notes to the Condensed Consolidated Interim Financial Information

As at and for the nine months ended 30 September 2019

Notes to the condensed consolidated interim financial information

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Global Liman İşletmeleri A.Ş. and its Subsidiaries

Notes to the Condensed Consolidated Interim Financial Information

As at and for the nine months ended 30 September 2019

(Amounts expressed in thousand USD 000's ("USD'000"))

1 General Information

Global Altyapı Hizmetleri ve İşletmecilik A.Ş. was incorporated in 2004 in Istanbul, Turkey as joint stock company to invest in Global Yatırım Holding A.Ş.'s ("Global Yatırım Holding") infrastructure projects. On 13 September 2007, Global Altyapı Hizmetleri ve İşletmecilik A.Ş. changed its trade name to Global Liman İşletmeleri A.Ş. ("Global Liman", the "Company" or "GPH").

The principal activities of the Company and its subsidiaries (together, the "Group") is to invest in the capital and management of companies that operate or will operate in the ports and port management industry.

The address of the registered office of the Company is "Rıhtım Caddesi No: 51 Karaköy / İstanbul".

As at 30 September 2019 and 31 December 2018, all shares are owned by Global Ports Plc.

As at 30 September 2019, the number of employees of the Group was 651 (31 December 2018: 646). The address of the registered office of the Company is "Rıhtım Caddesi No: 51 Karaköy / İstanbul".

The nature of the operations and the locations of the subsidiaries of the Company are listed below:

<u>Subsidiaries</u>	<u>Locations</u>	<u>Operations</u>
Ege Liman İşletmeleri A.Ş. ("Ege Liman")	Aydın-Turkey	Port operations
Ortadoğu Antalya Liman İşletmeleri A.Ş. ("Ortadoğu Liman")	Antalya-Turkey	Port operations
Bodrum Yolcu Limanı İşletmeleri A.Ş. ("Bodrum Liman")	Muğla-Turkey	Port operations
Container Terminal and General Cargo – Bar ("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 Mediterranean S.L. ("GP Med")	Spain	Service operations
Global Ports Europe B.V ("Global BV")	Netherlands	Port investments
Global Ports Melita Ltd. ("GP Melita")	Malta	Port investments
Valletta Cruise Port PLC ("VCP")	Valletta – Malta	Port operations
Port Operation Holding Srl ("POH")	Italy	Port investments
Royal Caribbean Investments (Cyprus) Ltd ("RCI Cyprus")	Cyprus	Port investments
Ravenna Terminali Passegeri Srl ("Ravenna")	Italy	Port operations
Catania Terminali Passegeri Srl ("Catania")	Italy	Port operations
Cagliari Terminali Passegeri Srl ("Cagliari")	Italy	Port operations
Global Ports Netherlands B.V. ("GP Netherlands")	Netherlands	Port investments
Zadar International Port Operations d.o.o. ("ZIPO")	Croatia	Port operations
Global Depolama A.Ş. ("Global Depolama")	İstanbul-Turkey	Storage
Randa Denizcilik San. ve Tic. Ltd. Şti. ("Randa")	Antalya-Turkey	Marine vehicle trade

Ege Liman

Kuşadası Cruise Port was constructed in 1968 and was operated by the Turkish Maritime Organization Inc. (Türkiye Denizcilik İşletmeleri A.Ş.) ("TDI") until its privatization 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 Privatization Administration (Özelleştirme İdaresi Başkanlığı) ("OIB") and TDI. The TOORA will end in 2033. Kuşadası Cruise Port is the largest cruise ship terminal in Turkey and is a popular port of call for cruises originating from Greece, Italy, France, Spain and Turkey.

Global Liman acquired 72.50% of the shares of Ege Liman on 6 July 2005. The other shareholder of Ege Liman is Royal Caribbean Cruises Ltd. ("RCCL").

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.

Global Liman İşletmeleri A.Ş. and its Subsidiaries

Notes to the Condensed Consolidated Interim Financial Information

As at and for the nine months ended 30 September 2019

(Amounts expressed in thousand USD 000's ("USD'000"))

1 General Information (continued)

Ortadoğu Liman

Antalya Port, constructed in 1977, is a multi-functional facility harbouring a cruise port, a marina and a commercial port and was operated by the TDI until its privatization in 1998. Operational rights for Antalya Port were taken over for a period of 30 years by Ortadoğu Liman in August 1998. In 2001, due to the difficulties in the other commercial activities of the former shareholders of Ortadoğu Liman, Savings Deposit Insurance Fund ("SDIF") confiscated the company.

Akdeniz Liman İşletmeleri A.Ş. ("Akdeniz Liman"), a joint venture of Global Liman, acquired 99.99% of the shares of Ortadoğu Liman which were subsequently tendered by the SDIF. Akdeniz Liman merged with Ortadoğu Liman in December 2006 and all the rights and obligations of Akdeniz Liman were transferred to Ortadoğu Liman which was denoted the successor entity. The concession period will end in 2028.

Until 29 July 2010, Global Liman owned 39.80% shares of Ortadoğu Liman. On 29 July 2010, Global Liman acquired the 60% of the shares of Ortadoğu Liman from other shareholders and obtained control by raising the ownership to 99.80%.

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 extended for an additional 49 years. This extension will be effective from the end of original BOT agreement, which will end as of 31 December 2019.

Global Liman acquired 60% of the shares of Bodrum Liman on 16 September 2008. As at 30 September 2019 and 31 December 2018, shareholders of the remaining 30% and 10% of the shares of Bodrum Liman are Yüksel Çağlar and Setur Servis Turistik A.Ş. ("Setur"), respectively.

Port of Adria

On 23 July 2013, Global Liman won the tender for the repair, financing, operation, maintenance and transfer of Port of Bar and the right to acquire 62.09% of the shares in Port of Bar from the Montenegro Government through Container Terminal and General Cargo JSC-Bar, which has an operating concession for thirty years (terminating in 2043). Global Liman finalized a share purchase agreement with the Montenegro Government on 15 November 2013 and it was approved by the tender commission, the Montenegro Privatization and Capital Investments Authority and the Montenegro Council of Ministers. The shares were transferred to the Group on 30 December 2013.

Port of Bar 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 and Creuers

The Group acquired 43% and 57% interests in Creuers on 30 December 2013 and 30 September 2014, respectively through Barcelona Port Investments, S.L ("BPI") which is a special purpose joint venture between the Global Liman and Royal Caribbean Cruises Ltd. Creuers has the concession rights of Adossat and World Trade Center wharfs in Barcelona Cruise Port with 80% of controlling interest in Malaga Port and 40% of non-controlling interest in Singapore Port.

Global Liman increased its interest in BPI from 49% to 62% with the agreement of RCCL and became the shareholder of Creuers with 62% of interest indirectly on 30 September 2014 and BPI and Creuers have been recognized as subsidiaries as from 30 September 2014.

Global Liman İşletmeleri A.Ş. and its Subsidiaries

Notes to the Condensed Consolidated Interim Financial Information

As at and for the nine months ended 30 September 2019

(Amounts expressed in thousand USD 000's ("USD'000"))

1 **General Information** *(continued)*

Global BV, Perquisite, GP Malta and VCP

Global BV was established in Netherlands for the investments made through 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. The company is also responsible for the handling of international cruise and ferry passengers. For this purpose the company was granted a licence by the Malta Maritime Authority.

Port Operation Holding, RCI Cyprus, Ravenna, Catania and Cagliari

POH was established in Italy for the investments made through Italian Ports. As of 31 December 2016, POH acquired 51% of Ravenna shares, 62% of Catania shares and 71% of Cagliari shares. Share purchases are performed from two different former shareholders, one by direct share purchase and another by purchase of a dormant Company, based in Cyprus ("RCI Cyprus"). Purchase of RCI Cyprus shares were made at the end of the year 2016. The financial statements of RCI Cyprus as of 31 September 2018 are not significant in terms of consolidated financial statements of the Group. Since RCI Cyprus could not prepare its financial statements as of 31 September 2018, RCI Cyprus is not included in the accompanying consolidated financial statements. 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.

Zadar International Port Operations

ZIPO was established in Zadar (Croatia) for attending to tender for concession of 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.

Global Depolama

Global Depolama was established on 9 July 2008 for the purpose of investing in the warehousing sector.

2 **Basis of preparation**

(a) **Statement of compliance**

This condensed consolidated interim financial information has been prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting*. Selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the last annual consolidated financial statements as at and for the year ended 31 December 2018. This condensed consolidated interim financial information does not include all the information required for full annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS").

(b) **Going concern**

The Group operates 14 ports in 8 different countries and is focusing on increasing its number of Ports in different geographical locations to support its operations and diversify economic and political risks. As a consequence, the directors believe that the Group is well placed to manage its business risks successfully despite the current uncertain economic outlook.

Global Liman İşletmeleri A.Ş. and its Subsidiaries

Notes to the Condensed Consolidated Interim Financial Information

As at and for the nine months ended 30 September 2019

(Amounts expressed in thousand USD 000's ("USD'000"))

2 **Basis of preparation** *(continued)*

(b) **Going concern** *(continued)*

The directors have a reasonable expectation that the Group and its subsidiaries have adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the condensed consolidated financial statements.

The adoption of IFRS 16 does not impact the ability of the Group to comply with its Gross debt to EBITDA covenant. Details described on Note 14.

(c) **Use of estimates and judgments**

The preparation of interim financial information requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

In preparing these condensed consolidated interim financial information, the significant judgments made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 31 December 2018, except for the new significant judgements related to lessee accounting under IFRS 16, which are described in Note 2(d)(i).

(d) **Change in / new accounting policies**

Except as described below, the accounting policies applied in these interim financial statements are the same as those applied in the Group's consolidated financial statements as at and for the year ended 31 December 2018. The changes in accounting policies are also expected to be reflected in the Group's consolidated financial statements as at and for the year ending 31 December 2019.

i. IFRS 16

The Group has initially adopted IFRS 16 Leases from 1 January 2019.

IFRS 16 introduced a single, on-balance sheet accounting model for lessees. As a result, the Group, as a lessee, has recognised right-of-use assets representing its rights to use the underlying assets and lease liabilities representing its obligation to make lease payments. Lessor accounting remains similar to previous accounting policies.

The Group has applied IFRS 16 using the modified retrospective approach, under which the cumulative effect of initial application is recognised in retained earnings at 1 January 2019. Accordingly, the comparative information presented for 2018 has not been restated – i.e. it is presented, as previously reported, under IAS 17 and related interpretations. The details of the changes in accounting policies are disclosed below.

Definition of a lease

Previously, the Group determined at contract inception whether an arrangement was or contained a lease under IFRIC 4 Determining Whether an Arrangement contains a Lease. The Group now assesses whether a contract is or contains a lease based on the new definition of a lease. Under IFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

On transition to IFRS 16, the Group elected to apply the practical expedient to grandfather the assessment of which transactions are leases. It applied IFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under IAS 17 and IFRIC 4 were not reassessed. Therefore, the definition of a lease under IFRS 16 has been applied only to contracts entered into or changed on or after 1 January 2019.

Global Liman İşletmeleri A.Ş. and its Subsidiaries

Notes to the Condensed Consolidated Interim Financial Information

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(Amounts expressed in thousand USD 000's ("USD'000"))

2 Basis of preparation (continued)

(d) Change in / new accounting policies(continued)

i. IFRS 16 (continued)

As a lessee

The Group leases a variety of assets, principally land, building and cars.

As a lessee, the Group previously classified leases as operating or finance leases based on its assessment of whether the lease transferred substantially all of the risks and rewards of ownership. Under IFRS 16, the Group recognises right-of-use assets and lease liabilities for most leases – i.e. these leases are on-balance sheet.

However, the Group has elected not to recognise right-of-use assets and lease liabilities for short term leases (e.g. car rentals). The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The Group presents right-of-use assets are presented as a line item on the face of financials. The carrying amounts of right-of-use assets are as below.

<i>In thousands of USD</i>	Right of Use
Balance at 1 January 2019	58,462
Balance at 30 September 2019	54,400

The Group presents lease liabilities in loans and borrowings in the statement of financial position.

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, and subsequently at cost less any accumulated depreciation and impairment losses and adjusted for certain remeasurements of the lease liability.

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 its incremental borrowing rate as the discount rate.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payment made. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

The Group has applied judgement to determine the lease term for some lease contracts in which it is a lessee that include renewal options. The assessment of whether the Group is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right-of-use assets recognised.

Global Liman İşletmeleri A.Ş. and its Subsidiaries

Notes to the Condensed Consolidated Interim Financial Information

As at and for the nine months ended 30 September 2019

(Amounts expressed in thousand USD 000's ("USD'000"))

2 Basis of preparation (continued)

(d) Change in / new accounting policies(continued)

i. IFRS 16 (continued)

Impacts on transition

On transition to IFRS 16, the Group recognised right-of-use assets and additional lease liabilities. For the annual year starting at 1 January 2019, the Right-of-use assets have been measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments. The impact on transition is summarized below.

<i>In thousands of USD</i>	1 January 2019
Right of use assets	58,462
Lease liabilities	60,349
Prepayments	354
Accruals	(2,241)

When measuring lease liabilities for leases that were classified as operating leases, the Group discounted lease payments using its incremental borrowing rate at 1 January 2019. The weighted- average rate applied is 4.6%.

<i>In thousands of USD</i>	1 January 2019
Operating lease commitment at 31 December 2018 as disclosed in the Group's consolidated financial statements	158,860
Discounted using the incremental borrowing rate at 1 January 2019	60,384
Finance lease liabilities recognised as at 31 December 2018	1,905
- Recognition exemption for short-term leases	(35)
Lease liabilities recognised at 1 January 2019	62,254

Transition

Previously, the Group classified property leases as operating leases under IAS 17. These include land and buildings. The leases run for the period of the signed concession agreement. Some concession agreements include clauses and regulations to renew the lease for an additional period after the end of the non-cancellable period.

Some leases provide for additional rent payments that are based on changes in local price indices.

At transition, for leases classified as operating leases under IAS 17, lease liabilities were measured at the present value of the remaining lease payments, discounted at the Group's incremental borrowing rate as at 1 January 2019. Right-of-use assets are measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments – the Group applied this approach to leases.

The Group used the following practical expedients when applying IFRS 16 to leases previously classified as operating leases under IAS 17.

- Applied the exemption not to recognise right-of-use assets and liabilities for leases with less than 12 months of lease term.
- Excluded initial direct costs from measuring the right-of-use asset at the date of initial application.
- Used current lease term either the contract contains options to extend or terminate the lease.

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2 Basis of preparation (continued)

(d) Change in / new accounting policies(continued)

i. IFRS 16 (continued)

As a lessor

The accounting policies applicable to the Group as a lessor are not different from those under IAS 17. The Group is not required to make any adjustments on transition to IFRS 16 for leases in which it acts as a lessor. However, the Group has applied IFRS 15 Revenue from Contracts with Customers to allocate consideration in the contract to each lease and non-lease component.

Impacts for the period

As a result of initially applying IFRS 16, in relation to the leases that were previously classified as operating leases, the Group recognised USD 54,400 thousand of right-of-use assets and USD 58,846 thousand of lease liabilities as at 30 September 2019.

Also in relation to those leases under IFRS 16, the Group has recognised depreciation and interest costs, instead of port rent and operating lease expenses. During the nine months ended 30 September 2019, the Group recognised USD 1,479 thousand of depreciation charges and USD 1,552 thousand of interest costs from these leases.

For the impact of IFRS 16 on segment information and EBITDA, see Note 4.

The Group presents lease liabilities in 'loans and borrowings' in the statement of financial position. The adoption of IFRS 16 does not impact the ability of the Group to comply with its Gross debt to EBITDA covenant. Details described on Note 14.

ii. Other standards

The IASB issued Annual Improvements as at 15 March 2019. The amendments are effective after annual period started as of 1 January 2019.

The following standards are effective:

- Annual Improvements to IFRS Standards 2015-2017 Cycle (issued on 12 December 2017)
- Amendments to IAS 19: Plan Amendment, Curtailment or Settlement (issued on 7 February 2018)
- Amendments to IAS 28: Long-term Interests in Associates and Joint Ventures (issued on 12 October 2017)
- IFRIC 23 Uncertainty over Income Tax Treatments (issued on 7 June 2017)
- Amendments to IFRS 9: Prepayment Features with Negative Compensation (issued on 12 October 2017)

Earlier application is permitted.

iii. Standards issued but not yet effective

The following standards are in issue but not yet adopted by the Group:

- Amendments to References to Conceptual Framework in IFRS Standards, effective from 1 January 2020
- IFRS 3 Definition of a Business, effective from 1 January 2020
- IAS1 and IAS8, Definition of Material, effective from 1 January 2020
- IFRS 17 Insurance contracts, effective from 1 January 2021

The Group is currently evaluating the impact of adopting these new accounting standards. Management is expecting the adoption of the amendments has had no major impact on the Group's consolidated financial position or performance of the Group. Further analysis will be included on the consolidated financial statements as at and for the year ended 31 December 2019.

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2 Basis of preparation (continued)

(e) 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). The functional currency of the Company is TL. For the purpose of the consolidated financial statements, United States Dollars is chosen as the presentation currency by management. The consolidated financial statements are rounded to the nearest thousand dollars, except when otherwise indicated.

The Company 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, Malta and Italy maintain their books of account and prepare their statutory financial statements in Euro in accordance with their respective local laws. The accompanying consolidated financial statements is based on these statutory records with adjustments and reclassifications for the purpose of fair presentation in accordance with IFRS.

US Dollar ("USD") is the most significant currency to the operations of Ortadoğu Liman, Ege Liman and Bodrum Liman. Therefore, USD has been determined as the functional currency of Ortadoğu Liman, Ege Liman and Bodrum Liman in line with IAS 21 "The Effects of Changes in Foreign Exchange Rates".

Euro is significantly used in the operations of the Port of Adria, VCP, Malaga Port, Global BV, BPI, Creuers, Italy and Zadar. Therefore, Euro has been determined as the functional currency of these companies in line with IAS 21 – "The Effects of Changes in Foreign Exchange Rates".

30 September 2019 and 31 December 2018, foreign currency exchange rates of the Central Bank of the Turkish Republic comprised were as follows:

	30 September 2019	31 December 2018
TL/USD	0.1767	0.1901
Euro/USD	1.0927	1.1458

For the nine months ended 30 September, average foreign currency exchange rates of the Central Bank of the Turkish Republic were as follows:

	2019	2018
TL/USD	0.1776	0.2189
Euro/USD	1.1239	1.1909

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Notes to the Condensed Consolidated Interim Financial Information

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3 Segment reporting

(i) Basis for segmentation

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 has identified each port as an operating segment, as each port represents a set of activities which generates revenue and the financial information of each port is reviewed by the Group's chief operating decision-maker in deciding how to allocate resources and assess performance. The Group's chief operating decision-maker is the Chief Executive Officer ("CEO"), who reviews the management reports of each port at least on a monthly basis.

The CEO evaluates segmental performance on the basis of earnings before interest, tax, depreciation and amortization 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 investees which is 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.

The Group has the following operating segments under IFRS 8:

- BPI ("Creuers" or "Creuers (Barcelona and Málaga)"), VCP ("Valetta Cruise Port"), Ege Liman ("Ege Ports-Kuşadası"), Bodrum Liman ("Bodrum Cruise Port"), Ortadoğu Liman (Cruise port operations), POH, Lisbon Cruise Terminals, LDA ("Port of Lisbon" or "Lisbon Cruise Port"), SATS – Creuers Cruise Services Pte. Ltd. ("Singapore Port"), Venezia Investimenti Srl. ("Venice Investment" or "Venice Cruise Port") and La Spezia Cruise Facility Srl. ("La Spezia") which fall under the Group's cruise port operations.
- Ortadoğu Liman (Commercial port operations) ("Port Akdeniz-Antalya") and Port of Adria ("Port of Adria-Bar") which both fall under the Group's commercial port operations.

The Group's reportable segments under IFRS 8 are BPI, VCP, Ege Liman, Ortadoğu Liman (Commercial port operations) and Port of Adria (Commercial port operations). Bodrum Cruise Port, Italian Ports, Ortadoğu Liman (Cruise operations) and Port of Adria (Cruise Operations) that do not exceed the quantitative thresholds for reporting information about operating segments have been included in Other.

Global Depolama does not generate revenues from external customers and therefore is presented as unallocated to reconcile to the consolidated historical financial information 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.

The Group has initially applied IFRS 16 at 1 January 2019, using the modified retrospective approach. Under this approach, comparative information is not restated (see Note 3). In order to account for the application of IFRS 16, management has presented as separate reconciling items the impact of IFRS 16 on segmental and adjusted EBITDA, segment assets, segment liabilities, depreciation, finance costs.

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3 Segment reporting (continued)

(ii) Information about reportable segments (continued)

As at and for the nine months ended 30 September 2019, the details of reportable segments comprised the following:

	BPI	Valletta	Ege Ports	Other Cruise	Cruise Total	Port Akdeniz	Port of Adria	Total Commercial	Non-operational & HQ	Consolidated
Segment assets	156,108	122,801	46,876	15,356	341,414	232,343	71,700	304,043	38,934	684,119
- Right-of-use assets	11,667	30,347	--	4,511	46,525	67	7,808	7,875	--	54,400
Equity accounted investees	--	--	--	24,936	24,936	--	--	--	--	24,936
Segment liabilities	72,424	66,154	10,427	11,730	160,735	60,776	36,978	97,754	274,097	532,586
- Lease liabilities recognized under IFRS 16	11,718	31,456	--	6,577	49,751	--	9,095	9,095	--	58,846
Capital expenditures	1,350	897	41	173	2,461	2,955	1,468	4,423	73	6,957
	BPI	Valletta	Ege Ports	Other Cruise	Cruise Total	Port Akdeniz	Port of Adria	Total Commercial	Non-operational & HQ	Consolidated
External revenues	23,842	10,745	5,108	6,412	46,107	39,478	5,923	45,401	--	91,508
EBITDA	15,493	6,298	3,601	7,162	32,555	31,745	1,958	33,704	(2,686)	63,572
- IFRS 16 impact on EBITDA	709	619	--	36	1,365	48	364	412	--	1,777
Depreciation and amortization expense	(8,792)	(2,381)	(2,144)	(2,638)	(15,954)	(16,371)	(2,358)	(18,729)	(69)	(34,752)
- Depreciation of right of use assets recognised under IFRS 16	(555)	(495)	--	(132)	(1,182)	(51)	(246)	(297)	--	(1,479)
Non-recurring income/(expense)	16	25	(22)	15	35	(1,077)	(122)	(1,198)	(4,514)	(5,678)
Non-cash income/(expenses)	(506)	59	(234)	(12)	(693)	(1,253)	(4)	(1,258)	(52)	(2,003)
Operating profit	6,212	4,000	1,202	111	11,525	13,044	(525)	12,519	(7,322)	16,722
Share of profit of equity-accounted investees	--	--	--	4,417	4,417	--	--	--	--	4,417
Interest income	--	--	778	3	781	1,983	1	1,984	4,895	7,660
Interest expense	(1,493)	(1,196)	(1,015)	(1,128)	(4,832)	(4,924)	(951)	(5,875)	(18,403)	(29,110)

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3 Segment reporting (continued)

(ii) Information about reportable segments (continued)

As at 31 December 2018 statement of financial position details and for the nine months ended 30 September 2018 profit or loss details of reportable segments comprised the following:

	BPI	Valletta	Ege Ports	Others	Cruise Total	Port Akdeniz	Port of Adria	Total Commercial	Non-operational & HQ	Consolidated
Segment assets	152,415	96,793	48,154	12,968	310,330	221,854	67,690	289,544	50,336	650,210
Equity accounted investees	--	--	--	26,003	26,003	--	--	--	--	26,003
Segment liabilities	66,726	35,285	13,238	7,140	122,389	56,987	29,744	86,731	268,992	478,112
Capital expenditures	2,074	927	259	2,360	5,620	4,761	3,443	8,204	935	14,759
	BPI	Valletta	Ege Ports	Others	Cruise Total	Port Akdeniz	Port of Adria	Total Commercial	Non-operational & HQ	Consolidated
External revenues	24,370	9,227	4,038	3,802	41,437	44,788	8,250	53,038	--	94,475
EBITDA	16,482	4,487	2,892	5,588	29,449	38,459	3,113	41,572	(2,699)	68,322
Depreciation and amortization expense	(8,603)	(1,969)	(2,314)	(2,624)	(15,510)	(15,819)	(2,176)	(17,995)	(135)	(33,640)
Non-recurring income/(expense)	(1,063)	103	(518)	(133)	(1,611)	827	(497)	330	(3,854)	(5,135)
Non-cash income/(expenses)	(514)	(83)	50	4	(543)	(66)	(207)	(273)	(4)	(820)
Operating profit	6,302	2,538	110	(821)	8,129	23,401	233	23,634	(6,692)	25,071
Share of profit of equity-accounted investees	--	--	--	3,656	3,656	--	--	--	--	3,656
Interest income	--	--	705	9	714	1,896	36	1,932	17,010	19,656
Interest expense	(1,629)	(225)	(5,361)	(143)	(7,358)	(20,542)	(732)	(21,274)	(8,502)	(37,134)

The Group used the modified retrospective approach when initially applying IFRS 16. Under this approach, comparative information is not restated (see Note 3b).

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3 Segment reporting (continued)

(iii) Reconciliation of information on reportable segments to IFRS measures

For the nine months ended 30 September, the details of reportable segments comprised the following:

	<i>Note</i>	2019	2018
Revenues			
Total revenue for reportable segments	4	91,508	94,475
Total external revenues		91,508	94,475
Consolidated EBITDA		63,572	68,322
Non-recurring income / (expense)		(5,678)	(5,135)
Non-cash income / (expense)		(2,003)	(820)
Finance income	8	3,754	30,506
Finance costs	8	(30,849)	(53,044)
Depreciation and amortization		(34,752)	(33,640)
Total profit before income tax		(5,956)	6,189
Interest income			
Total interest income for reportable segments		7,660	19,656
Elimination of inter-segments		(7,436)	(18,788)
Consolidated interest income	8	224	868
Interest expense			
Total interest expense for reportable segments		(29,110)	(37,134)
Elimination of inter-segments		7,436	18,788
Consolidated interest expense	8	(21,674)	(18,346)

(iv) Geographic information

The Port operations of the Group are managed on a worldwide basis, but operational ports and management offices are primarily in Turkey, Montenegro, Spain and Malta. The geographic information below analyses the Group's revenue and non-current assets by the Company's country of domicile and other countries. In presenting the following information, segment revenue has been based on the geographic location of port operations and segment assets were based on the geographic location of the assets.

Revenue

	30 September 2019	30 September 2018
Turkey	47,549	50,468
Montenegro	5,947	8,250
Malta	10,745	9,227
Spain	24,109	24,370
Italy	3,002	2,160
Zadar	156	--
	91,508	94,475

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3 Segment reporting (continued)

(iv) Geographic information (continued)

Non-current assets

	As at 30	As at 31
	September 2019	December 2018
Turkey	227,499	243,224
Spain	128,644	129,695
Malta	119,693	94,703
Montenegro	69,084	65,202
Italy	5,953	6,962
Croatia	2,928	--
Unallocated	27,036	29,071
	580,837	568,857

(v) Information about major customers

The Group did not have a single customer that accounted for more than 10% of the Group's consolidated net revenues in any of the periods presented.

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4 Revenue and cost of sales

Revenue

For the nine months ended 30 September, revenue comprised the following:

(USD '000)	BPI		VCP		EP		others		Cruise		Port Akdeniz		Port of Adria		Commercial		Consolidated		
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	
Point in time																			
Container revenue	--	--	--	--	--	--	--	--	--	--	22,666	28,662	3,882	4,147	26,548	32,809	26,548	32,809	
Landing fees	20,742	21,010	4,618	3,807	2,073	1,730	2,486	2,101	29,919	28,648	--	--	--	--	--	--	29,919	28,648	
Port service revenue	1,355	1,395	858	463	1,577	1,178	452	730	4,242	3,766	11,697	8,152	163	267	11,860	8,419	16,102	12,185	
Cargo revenue	--	--	--	--	--	--	--	--	--	--	3,600	6,974	1,268	2,901	4,868	9,875	4,868	9,875	
Domestic water sales	306	541	--	--	38	70	19	27	363	638	23	38	11	17	34	55	397	693	
Income from duty free operations	--	--	3,149	2,863	--	--	--	--	3,149	2,863	--	--	--	--	--	--	3,149	2,863	
Other revenue (*)	197	--	205	--	509	175	1,143	68	2,054	243	973	357	208	--	1,181	357	3,235	600	
Point over time																			
Rental income	1,243	1,424	1,916	2,094	911	885	554	876	4,624	5,279	518	605	392	918	910	1,523	5,534	6,802	
Habana Cruise Port Management fee	--	--	--	--	--	--	1,756	--	1,756	--	--	--	--	--	--	--	1,756	--	
Total	23,843	24,370	10,746	9,227	5,108	4,038	6,412	3,802	46,109	41,437	39,477	44,788	5,924	8,250	45,401	53,038	91,508	94,475	

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers;

Revenue	Period ended 30 September 2019	Year ended 31 December 2018
Receivables, which are included in 'trade and other receivables'	19,021	12,116
Contract assets	4,901	797
Contract liabilities	(1,370)	(879)
	22,552	12,034

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 rental 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 providing services, for which revenue is recognised over time. These amounts will be recognised as revenue when the services have provided to customers and billed, which was based on the nature of the business less than one-week period.

The amount of USD 879 thousand recognised in contract liabilities at the beginning of the period has been recognised as revenue for the period ended 30 September 2019 (30 September 2018: USD 1,001 thousand).

The amount of revenue recognised in the period ended 30 September 2019 from performance obligations satisfied (or partially satisfied) in previous periods is USD 797 thousand (30 September 2018: USD 114 thousand). This is mainly due to the nature of operations.

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4 Revenue and cost of sales (continued)

Seasonality of operations

Generally, the number of cruise calls is lower during the winter months of December to February than at other times of the year, although this seasonality is more pronounced in the cruise segment as compared to the commercial segment. The third quarter is the busiest for cruise port calls in Mediterranean, Creuers (Barcelona) and Cruceros (Malaga) ports usually see less seasonality in terms of the number of calls than the Turkish ports in the Group's portfolio with the increasing popularity of winter cruises in Mediterranean and considering locations.

Cost of sales

For the nine months ended 30 September, cost of sales comprised the following:

	<u>2019</u>	<u>2018</u>
Depreciation and amortization expenses	33,261	31,337
Personnel expenses	10,729	10,666
Subcontractor crane and container service	1,456	2,199
Security expenses	2,183	1,846
Repair and maintenance expenses	1,329	1,570
Commission fees to government authorities and pilotage expenses	1,721	1,736
Replacement provisions	506	514
Other expenses	8,307	8,166
Total	<u>59,492</u>	<u>58,034</u>

5 Taxation on income

Income tax expense is recognised based on management's estimate of the average annual effective income tax rate for each relevant taxing jurisdiction and applied individually to the interim period pre-tax income of each jurisdiction.

	<u>Nine months ended 30 September 2019</u>	<u>Nine months ended 30 September 2018</u>
Current income taxes	(7,425)	(5,192)
Deferred income taxes	4,852	2,470
Total	<u>(2,573)</u>	<u>(2,722)</u>

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The movement of net deferred tax liability for the nine months ended 30 September, is as follows:

	<u>2019</u>	<u>2018</u>
Balance at 1 January	(89,228)	(98,191)
Deferred tax benefit in profit or loss	4,852	2,470
Currency translation difference	1,334	1,425
Balance as at 30 September	<u>(83,042)</u>	<u>(94,296)</u>

6 Administrative expenses

For the nine months ended 30 September, administrative expenses comprised the following:

	<u>2019</u>	<u>2018</u>
Personnel expenses	4,040	3,230
Depreciation and amortisation expenses	1,488	2,299
Consultancy expenses	1,528	1,427
Representation expenses	183	619
Taxes other than on income	460	507
IT expenses	230	201
Communication expenses	52	223
Travelling expenses	429	235
Vehicle expenses	138	130
Rent expenses	40	73
Stationary expenses	47	57
Office operating expenses	157	62
Repair and maintenance expenses	172	53
Other expenses	695	803
Total	<u>9,659</u>	<u>9,919</u>

7 Finance income and costs

For the nine months ended 30 September, finance income comprised the following:

	<u>2019</u>	<u>2018</u>
Finance income		
Foreign exchange gain (*)	3,530	29,603
Interest income on banks and others	224	395
Interest income on related parties	--	473
Gain on sale of marketable securities	--	11
Others	--	24
Total	<u>3,754</u>	<u>30,506</u>

(*) Interest income on marketable securities comprises the interest income earned from the Global Yatırım Holding's bonds during the year.

For the six months ended 30 September, finance costs comprised the following:

	<u>2019</u>	<u>2018</u>
Finance costs		
Interest expense on loans and borrowings	21,674	18,110
Foreign exchange losses	8,305	33,848
Other interest expenses	35	236
Unwinding of provisions during the year	248	186
Letter of guarantee commission expenses	147	155
Loss on Sale of Marketable Securities	--	70
Loan commission expenses	100	57
Other	340	382
Total	<u>30,849</u>	<u>53,044</u>

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8 Property and equipment

For the nine months ended 30 September, movements of property and equipment comprised the following:

	<u>2019</u>	<u>2018</u>
Net book value as at 1 January	129,312	134,664
Additions	6,863	8,997
Disposals	(6)	(7)
Depreciation	(9,487)	(9,263)
Currency translation differences	(3,629)	(3,203)
Net book value as at 30 September	<u>123,053</u>	<u>131,188</u>

As at 30 September 2019, the net book value of machinery and equipment purchased through leasing amounts to USD 1,757 thousand (31 December 2018: USD 1,689 thousand), the net book value of motor vehicles purchased through leasing amounts to USD 7,281 thousand (31 December 2018: USD 7,991 thousand), and the net book value of furniture and fixtures purchased through leasing amounts to USD 13 thousand (31 December 2018: USD 45 thousand). In 2019, and 2018, no capital expenditure was made through finance leases.

For the nine months ended 30 September 2019 and year ended 31 December 2018, there is no capitalized borrowing cost on property and equipment.

As at 30 September 2019, the insured amount of property and equipment amounts to USD 294,940 thousand (31 December 2018: USD 326,671 thousand).

9 Intangible assets

For the nine months ended 30 September, movements of intangible assets comprised the following:

	<u>2019</u>	<u>2018</u>
Net book value as at 1 January	392,361	433,075
Additions	94	221
Disposals	(393)	--
Amortization	(23,786)	(24,377)
Currency translation differences	(9,662)	(7,669)
Net book value as at 30 September	<u>358,614</u>	<u>401,250</u>

The details of the principal port operation rights for the nine months ended 30 September 2019, year ended 31 December 2018 and nine months ended 30 September 2018 are as follows:

USD '000	<u>As at 30 September 2019</u>		<u>As at 31 December 2018</u>		<u>As at 30 September 2018</u>	
	<u>Carrying Amount</u>	<u>Remaining Amortisation Period</u>	<u>Carrying Amount</u>	<u>Remaining Amortisation Period</u>	<u>Carrying Amount</u>	<u>Remaining Amortisation Period</u>
Barcelona Ports						
Investment	111,578	129 months	124,951	138 months	129,215	144 months
Valetta Cruise Port	60,144	566 months	64,072	575 months	65,221	581 months
Port of Adria	19,351	291 months	20,919	300 months	21,396	306 months
Port Akdeniz	148,323	107 months	160,798	116 months	164,957	122 months
Ege Ports	11,450	162 months	12,079	171 months	12,443	177 months
Bodrum Cruise Port	2,233	582 months	2,446	591 months	492	9 months
Ravenna Cruise Port	66	15 months	220	24 months	5,910	100 months
Cagliari Cruise Port	2,225	87 months	2,889	96 months		
Catania Cruise Port	2,193	99 months	2,514	108 months		
	<u>357,563</u>		<u>390,888</u>		<u>399,634</u>	

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9 Intangible assets (continued)

All port operating rights has arisen as a result of IFRS 3 Business combinations, except Barcelona Port Investments and Port Operation Holding, which arose as a result of applying IFRIC 12. Each port represent a separate CGU as per IAS 36.

10 Cash and cash equivalents

As at 30 September 2019 and 31 December 2018, cash and cash equivalents comprised the following:

	30 September 2019	31 December 2018
Cash on hand	124	63
Cash at banks	66,046	79,217
- Demand deposits	37,948	52,000
- Time deposits	28,098	27,217
Cash and cash equivalents	66,170	79,280
	30 September 2019	31 December 2018
Cash and cash equivalents	66,170	79,280
Restricted cash	(5,150)	(7,475)
Cash and cash equivalents for cash flow statement purposes	61,020	71,805

As at 30 September 2019 and 31 December 2018, maturities of time deposits comprised the following:

	30 September 2019	31 December 2018
Up to 1 month	27,286	26,750
1 – 3 months	812	467
Total	28,098	27,217

As at 30 September 2019, cash at banks amounting to USD 5,150 thousand (31 December 2018: USD 7,475 thousand) is restricted due to the bank loans guarantees and subscription guarantees.

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11 Capital and reserves

a) Share capital

As at 30 September 2019 and 31 December 2018, the Company's statutory nominal value of authorised and paid-in share capital consists of 74,307,399 registered ordinary shares with a par value of TL 1 each.

As at 30 September 2019 and 31 December 2018, the share ownership structure of the Company was as follows:

	<u>30 September 2019</u>		<u>31 December 2018</u>	
	Nominal value of shares (USD '000)	Proportion of shares (%)	Nominal value of shares (USD '000)	Proportion of shares (%)
Global Ports Holding PLC	33,828	100.00	33,828	100.00
Paid in capital (nominal)	33,828	100.00	33,828	100.00
Inflation accounting adjustment	8		8	
Inflation adjusted capital	33,836		33,836	

The Company's shares are ordinary voting shares. There are no preferential rights attached to any shares of the Company.

b) Nature and purpose of reserves

(i) Translation reserves

The translation reserves amounting to USD 207,309 thousand (31 December 2018: USD 197,912 thousand) are recognised as a separate account under equity and comprises foreign exchange differences arising from the translation of the consolidated historical financial information of subsidiaries and equity-accounted investees from their functional currencies (of 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 the 20% of the paid-up capital level has been reached. Second level legal reserves correspond to 10% of profit actually 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 30 September 2019, the legal reserves of the Group amounted to USD 13,038 thousand (31 December 2018: USD 13,030 thousand).

(ii) Hedging reserves

Investment hedge

The Company has used its Eurobond financing as a non-derivative financial item to hedge the net investment of Port Akdeniz. As of 30 September 2019, the net asset values of Ege Ports, Bodrum Cruise Port and Port Akdeniz amounting to USD 38,797, 2,785 and 164,822 thousand respectively, and the carrying value of Eurobond amounts to USD 255,635 thousand (31 December 2018: the net asset value of Port Akdeniz amounts to USD 194,867 thousand, and the carrying value of Eurobond amounts to USD 250,224 thousand). The ineffective portion of the investment hedge is USD 3,083 thousand as at 30 September 2019 (30 September 2018: USD 27,554 thousand).

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11 Capital and reserves (continued)

(ii) Hedging reserves (continued)

As at 30 September 2019, the effective portion of gain or loss arising from investment hedging instrument is recognised in other comprehensive income, net of tax amounting to USD 14,598 thousand (30 September 2018: USD 9,106 thousand).

Cash flow hedge

The Group entered into an interest rate swap 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 a loss amounting USD 74 thousand (30 September 2018: USD 36 thousand loss). 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 period was USD 180 thousand (30 September 2018: USD 198 thousand).

c) Dividends

Dividend distributions are made by the Company in TL in accordance with its articles, after deducting taxes and setting aside the legal reserves as discussed above.

In 2019, other dividend distributions were made by Valletta Cruise Port to other shareholders, on which they have non-controlling interest, amounting to USD 1,812, BPI to other shareholders amounting to USD 2,354, Cagliari to other shareholders amounting to USD 65.

In 2018, General Assembly of GPH decided to distribute USD 4,909 to its shareholder. Total amount declared in 2018 distribution is paid in cash. Other dividend distributions were made by Valletta Cruise Port to other shareholders, on which they have non-controlling interest, amounting to USD 1,320, BPI to other shareholders amounting to USD 2,409, Cagliari to other shareholders amounting to USD 68.

12 Loans and borrowings

As at 30 September 2019 and 31 December 2018, loans and borrowings comprised the following:

	30 September 2019	31 December 2018
Short term loans and borrowings		
Short term portion of long term bank loans	30,918	16,852
- TL loans	610	575
- Loans denominated in other currencies	30,308	16,277
Short term portion of Eurobond issued (i)	18,940	18,559
Short term bank loans	5,534	12,031
- TL loans	3,723	--
- Loans denominated in other currencies	1,811	12,031
Lease obligations	3,103	1,313
- Finance leases	919	1,313
- Lease obligations recognized under IFRS 16	2,184	--
Total	58,495	48,755
	30 September 2019	31 December 2018
Long term loans and borrowings		
Long term Eurobond issued	236,695	231,666
Long term bank loans	58,560	66,038
- TL loans	16	25,565
- Foreign currency loans	58,544	40,473
Finance lease obligations	56,662	592
- Finance leases	--	592
- Lease obligations recognized under IFRS 16	56,662	--
Total	351,917	298,296

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12 Loans and borrowings (continued)

As at 30 September 2019 and 31 December 2018, maturity profile of loans and borrowings comprised the following:

<u>Year</u>	<u>30 September</u> <u>2019</u>	<u>31 December</u> <u>2018</u>
Between 1-2 years	26,985	34,122
Between 2-3 years	232,529	225,086
Between 3-4 years	10,688	11,259
Over 5 years	25,053	27,237
Total	295,255	297,704

As at 30 September 2019 and 31 December 2018, maturity profile of finance lease obligations comprised the following:

	<u>2019</u>		<u>2018</u>		
	<i>Future</i>	<i>Present</i>	<i>Future</i>	<i>Present</i>	
	<i>minimum</i>	<i>value of</i>	<i>minimum</i>	<i>value of</i>	
	<i>lease</i>	<i>minimum</i>	<i>lease</i>	<i>minimum</i>	
	<i>payments</i>	<i>payments</i>	<i>payments</i>	<i>payments</i>	
	<i>Interest</i>	<i>Interest</i>	<i>Interest</i>	<i>Interest</i>	
Less than one year	3,769	(666)	3,103	1,382	(69)
More than one year	79,436	(22,774)	56,662	637	(45)
Total	83,205	(23,440)	59,765	2,019	(114)

Group debt covenants are calculated based on applicable IFRSs as of the time the lease obligations were initially recognised. Therefore, the group debt covenants as at period end have not been affected from the transition to IFRS 16. Management will assess in the future for any new transactions that will be entered into, depending on the nature of them, whether debt covenants' calculations are affected.

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13 Provisions

	Replacement provisions for Creuers (*)	Port of Adria Concession fee provision (**)	Italian Ports Concession fee provision (***)	Unused vacations	Legal	Other	Total
Balance at 1 January	6,138	1,432	1,668	206	200	172	9,816
Reversal due to IFRS 16 application	--	(1,432)	(377)	--	--	--	(1,809)
Provisions created	506	--	--	141	1,108	34	1,789
Provisions utilised	--	--	(263)	--	--	--	(263)
Reversal of provisions	--	--	--	--	(27)	--	(27)
Unwinding of discounts	193	--	55	--	--	--	248
Currency translation difference	(304)	--	(54)	(14)	(1)	(8)	(381)
Balance at 30 September	6,533	--	1,029	333	1,280	198	9,373
Non-current	6,533	--	802	--	--	26	7,361
Current	--	--	227	333	1,280	172	2,012
	6,533	--	1,029	333	1,280	198	9,373

(*) As part of the concession agreement between Creuers and the Barcelona and Malaga Port Authorities entered in 2013, 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 inline with the IFRIC 12 requirements.

(**) On 27 December 2013, the Government of Montenegro and Container Terminal and General Cargo JSC-Bar ("CTGC") entered into an agreement regarding the operating concession for the Port of Adria-Bar which terminates on 27 December 2043. From the fourth year of the agreement, CTGC had an obligation to pay a concession fee to the Government of Montenegro of Euro 500,000 per year until the end of the agreement. 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. For the annual year starting at 1 January 2019, the Group has adopted option 2 of modified retrospective approach under which Right-of-use assets are measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments. The Group reversed this accrual through Right of use asset as explained on Note 2 (d) (i).

(***) On 16 December 2009, Ravenna Port Authority and Ravenna Passenger Terminal S.r.l. ("RTP") entered into an agreement regarding the operating concession for the Ravenna Passenger Terminal which terminates on 27 December 2019. RTP had an obligation to pay a concession fee to the Port Authority of Euro 86,375 per year until end of 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, in line with the IFRIC 12 requirements.

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 had an obligation to pay a concession fee to the Catania Port Authority of Euro 135,000 per year until end of 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, in line with the IFRIC 12 requirements.

On 14 January 2013, Cagliari Cruise Port ("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 44,316 per year until end of 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. For the annual year starting at 1 January 2019, the Group has reclassified this accrual to lease liabilities related to IFRS 16.

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14 Earnings per share

The Group presents basic earnings per share ("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 does not present diluted earnings per share ("diluted EPS") data, because there are no convertible securities exercised by the Group. Diluted EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company less preferred dividend by the weighted average number of ordinary shares outstanding during the period, plus impact of any convertible securities.

For the period ended 30 September, earnings per share is calculated by dividing the profit attributable to ordinary shareholders, by the weighted average number of shares outstanding.

	<u>2019</u>	<u>2018</u>
Loss attributable to owners of the Company	(11,389)	(1,871)
Weighted average number of shares	74,307,399	74,307,399
Basic and diluted earnings per share with par value of TL 1 (cent per share)	(15.33)	(2.52)

15 Commitment and contingencies

(a) Litigations

There are pending lawsuits that have been filed against or by the Group. The 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 recognized for the possible expenses and liabilities. The amount of provision that has been accounted for as at 30 September 2019 is USD 1,280 thousand (31 December 2018: USD 200 thousand).

The information related to the significant lawsuits that the Group is directly or indirectly a party to is as follows:

Legal proceedings in relation to Ortadoğu Antalya, Ege Liman and Bodrum Liman's applications for extension of their concession rights

On 6 June 2013, the Turkish Constitutional Court partially annulled a law that prevented operators of privatised facilities from applying to extend their operating term. The respective Group companies then applied to extend the concession terms of Port Akdeniz-Antalya, Ege Port-Kuşadası and Bodrum Cruise Port to give each concession a total term of 49 years from original grant date. After these applications were rejected, the respective Group companies filed lawsuits with administrative courts challenging the decisions.

After going through legal proceedings, Bodrum Cruise Port's application for the extension of concession term is accepted by the relevant administrative authority. The extension agreement is executed on December 2018 which has extended the remaining concession period to 49 years. The original concession agreement was due to expire in December 2019 and following this new agreement the concession will now expire in December 2067.

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17 Commitments and contingencies *(continued)*

Ege Port-Kuşadası filed lawsuits against Privatization Administration and General Directorate of Turkey Maritime Organization requesting cancellation with respect to rejection of the extension applications. The Court dismissed the case and the Group lawyers appealed the Court decision to the Council of State. The Council of State accepted the appeal and reversed the Court's judgement in favor of Ege Port-Kuşadası. The Privatization Administration applied to the Council of State for reversal of this judgement and this time, the Council of State has changed its standpoint and approved the Court's decision against Ege Port-Kuşadası. In this regard, Ege Port-Kuşadası has submitted an individual application to the Constitutional Court. Constitutional Court has rendered its decision against Ege Port-Kuşadası and the judicial process for the extension of the concession period has been concluded against Ege Port-Kuşadası. Accordingly, upon expiration of the concession period in 2033, Ege Port-Kuşadası will need to participate in the tender for new concession term.

Port Akdeniz-Antalya filed lawsuits against Privatization Administration and the General Directorate of Turkey Maritime Organization requesting cancellation with respect to rejection of the extension applications. The Court dismissed the case and the Group lawyers appealed the Court decision to the Council of State. The Council of State rejected the appeal of Port Akdeniz-Antalya and approved the decision of the Court. The Group lawyers have applied to the Council of State for reversal of this judgement and the case is still pending.

Other legal proceedings

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 management has been informed from the official website of the Constitutional Court that the application for initiating the procedure for reviewing the legality of the Collective Agreement has been rejected. However, Port of Adria-Bar is not notified of such decision and the reasoned decision has not been issued. After notification of the reasoned decision, the Management will determine its strategy within the legal framework.

Global Liman İşletmeleri AŞ, as the majority shareholder of one of its subsidiaries, has paid a share purchase amount of 1,500,000 USD to the shareholder of the relevant subsidiary, and the shareholder has not transferred its shares in the subsidiary to Global Liman. Global Liman has initiated an action of debt against the shareholder. It is expected that the case would resolve for the return of the share purchase amount or the completion of the share transfer.

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16 Fair values

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 indirectly (i.e. derived from prices);
- Level 3: Inputs for the asset or liability that is not based on observable market data (unobservable inputs).

	<u>Note</u>	<u>As at 30 September 2019</u>		<u>As at 31 December 2018</u>	
		<u>Carrying</u>		<u>Carrying</u>	
Financial assets		Amount		Amount	
Trade and other receivables		30,831		19,987	
Due from related parties	19	26,556		2,263	
Cash and cash equivalents	12	66,170		71,805	
Other investments		69		72	
Total		123,626		94,127	

Except as detailed in the following table, the directors consider the carrying amounts of the financial assets and financial liabilities recognised in the consolidated historical financial information approximate to their fair values.

	<u>Note</u>	<u>As at 30 September 2019</u>		<u>As at 31 December 2018</u>	
USD '000		<u>Carrying</u>	<u>Fair</u>	<u>Carrying</u>	<u>Fair</u>
Financial liabilities		Amount	Value	Amount	Value
Loans and borrowings	14	350,647	339,934	345,146	334,433
Lease obligations	14	59,765	59,765	1,905	1,905
Trade and other payables		13,296	13,296	14,344	14,344
Due to related parties	19	7,225	7,225	7,324	7,324
Derivative financial liabilities		--	--	617	617
Other financial liabilities		--	--	3,410	3,410
Total		430,933	420,220	372,746	362,033

Other loans have been included in Level 2 of the fair value hierarchy as they have been valued using quotes available for similar liabilities in the active market. The valuation technique and inputs used to determine the fair value of the loans and borrowings is based on discounted future cash flows and discount rates.

The Groups Eurobond liability has been included in level 1 of the fair value hierarchy as it has been valued using quotes available on its quoted market.

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16 Fair values (continued)

The fair value of loans and borrowings has been determined in accordance with the most significant inputs being discounted cash flow analysis and discount rates.

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:

		Level 1	Level 2	Level 3	Total
As at 30 September 2019	Derivative financial liabilities	--	1,190	--	1,190
As at 31 December 2018	Derivative financial liabilities	--	617	--	617

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.

17 Related parties

The related parties of the Group which are disclosed in this note comprised the following:

Related parties	Relationship
Mehmet Kutman	Shareholder of Parent Company
Global Yatırım Holding	Ultimate Controlling Party
Global Sigorta Aracılık Hizmetleri A.Ş. ("Global Sigorta")	Ultimate Controlling Party
IEG Kurumsal Finansal Danışmanlık A.Ş.	Ultimate Controlling's subsidiary
Global Menkul Değerler A.Ş. ("Global Menkul")	Ultimate Controlling's subsidiary
Adonia Shipping	Ultimate Controlling's subsidiary
Naturel Gaz	Ultimate Controlling's subsidiary
GPH Plc	Parent Company
Straton Maden Yatırımları ve İşletmeciliği A.Ş. ("Straton Maden")	Ultimate Controlling's subsidiary

All the 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 30 September 2019 and 31 December 2018, current receivables from related parties comprised the following:

	30 September 2019	31 December 2018
Current receivables from related parties		
GPH PLC	23,006	1,474
Global Yatırım Holding	459	447
Straton Maden (*)	67	73
Naturel Gaz (*)	77	72
Adonia Shipping (*)	62	67
IEG Global	55	57
Mehmet Kutman	17	17
Others	2,813	56
Total	26,556	2,263

(*) These amounts are related with the work advances. The charged interest rate is 19.50% as at 30 September 2019 (31 December 2018: 19.50%).

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17 Related parties (continued)

Due to related parties

As at 30 September 2019 and 31 December 2018, current payables to related parties comprised the following:

Current payables to related parties	30 September 2019	31 December 2018
GPH PLC	6,602	6,970
Global Sigorta (*)	544	309
Global Menkul (*)	--	1
Global Yatırım Holding	--	--
Other	79	44
Total	7,225	7,324

(*) These amounts are related to professional services taken. The charged interest rate is 19.50% as at 30 September 2019 (31 December 2018: 19.50%).

Transactions with related parties:

For the nine months ended 30 September, significant transactions with other related parties comprised the following:

	2019		2018	
	Interest received	Other	Interest received	Other
Global Yatırım Holding	--	--	473	--
Global Menkul	--	--	--	1
Total	--	--	473	1

	2019		2018	
	Interest Paid	Other	Interest Paid	Other
Global Yatırım Holding	--	--	--	1
Total	--	--	--	1

Transactions with key management personnel

For the nine months ended 30 September, details of benefits to key management personnel comprised the following:

	2019	2018
Salaries	1,406	1,562
Bonus	241	172
Attendance fees to Board of Directors	126	78
Other	10	17
Total	1,783	1,829

18 Events after reporting date

As at 6 November 2019, General Assembly of GPH decided to distribute USD 31,887 to its shareholder.