



ŞOK MARKETLER TİCARET A.Ş.

06 JUNE 2023

**2022 ORDINARY GENERAL ASSEMBLY MEETING
INFORMATION MEMORANDUM**

ŞOK MARKETLER TİCARET A.Ş.

Kısıklı Mah.Hanımseti Sok.No:35 B1 Üsküdar-İSTANBUL PK: 34692 Tel: (850)221 11 00



ŞOK MARKETLER TİCARET A.Ş.

INVITATION TO 2022 ORDINARY GENERAL ASSEMBLY MEETING FROM THE BOARD OF DIRECTORS

Dear Shareholders,

The Ordinary General Assembly Meeting of our Company will be held on **06/06/2023 at 14:00 at Kısıklı Mahallesi Hanımseti Sok. No:35 B-1 Üsküdar/İstanbul**, at the request of the Board of Directors, to discuss and resolve the following agenda items. (*)

Regarding the issues to be discussed at the Ordinary General Assembly Meeting in accordance with the CMB Corporate Governance Principles and CMB Communiqués; the General Assembly Meeting agenda, Annual Report of the Board of Directors for the 2022 Fiscal Year, Financial Statements and Independent Audit Report, Proposal for Dividend Distribution and the Corporate Governance Principles Compliance Report in the annex of the Annual Report and the detailed Information Note containing the necessary explanations for compliance with these agenda items and the regulations of the Capital Markets Board will be made available for review by our esteemed shareholders three weeks before the meeting, within the statutory period, at the Company Headquarters, on the Company website at www.sokmarket.com.tr, on the Public Disclosure Platform and on the Electronic General Assembly System.

Pursuant to Article 1527 of the Turkish Commercial Code, to the General Assembly Meeting, shareholders who intend to attend the General Assembly Meeting in person or through their representatives in an electronic environment must declare their choices through the CRA system via the Electronic General Assembly System (EGKS). If the representative instead of the shareholder will attend the General Assembly Meeting, the identity information of the representative must be recorded in the Electronic General Assembly System (EGKS). In cases where the representative will physically attend the meeting, authorization can be given in this way.

Pursuant to article 415 of the Turkish Commercial Code, our shareholders, or their representatives whose shares are dematerialized within the framework of Central Registry Agency (CRA) regulations and whose names are on the list of shareholders, will be able to attend the General Assembly Meeting. Shareholders whose names are on this list can physically attend the Ordinary General Assembly Meeting of our Company by presenting their identity cards.

Shareholders or their representatives who intend to attend the meeting electronically are required to fulfill their obligations in accordance with the provisions of the "Regulation on General Assemblies to be Held Electronically in Joint Stock Companies" published in the Official Gazette dated 28 August 2012 and numbered 28395, and the "Communiqué on Electronic General Assembly System to be Implemented in General Assembly of Joint Stock Companies" published in the Official Gazette dated 29 August 2012 and numbered 28396. Otherwise, they will not be able to attend the meeting. Detailed information about EGKS can be found at www.mkk.com.tr.

Shareholders who cannot attend the meeting in person should issue their proxy statement in accordance with the example given below in order to exercise their voting rights by proxy, or after obtaining the proxy statement form sample from our Company Headquarters and the Company website at www.sokmarket.com.tr, they are required to comply with the issues stipulated in the "Communiqué on Voting by Proxy and Proxy Solicitation" of the Capital Markets Board numbered II-30.1 published in the Official Gazette dated 24.12.2013 and numbered 28861, and then to submit their proxy statements signed by a notary public.

Pursuant to paragraph 4 of article 415 of the Turkish Commercial Code No. 6102 and paragraph 1 of article 30 of the Capital Markets Law, the right to attend and vote in the General Assembly is not subject to the condition of depositing the share certificates. Within this framework, if our shareholders intend to attend the General Assembly Meeting, they do not need to have their shares blocked under this arrangement.

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Without prejudice to the voting provisions in the electronic environment regarding the voting of the agenda items at the Ordinary General Assembly Meeting, open voting method will be used by show of hands.

Respectfully submitted for the information of esteemed Shareholders.

(*) In accordance with Article 29 of the Capital Markets Law, registered letters have not been sent to our shareholders for the invitation to the General Assembly Meeting.

Regards

Şok Marketler Ticaret A.Ş.



AGENDA

1. Opening and election of the Meeting Board,
2. Authorization of the Meeting Board for signing the minutes of the meeting,
3. Reading and discussion of the Annual Report of the Board of Directors for the 2022 fiscal year,
4. Reading of the Independent Auditor's Report summary for the 2022 fiscal year,
5. Discussion and approval of the consolidated financial statements for the 2022 fiscal year,
6. Discussion and resolve the acquittal of the members of the Board of Directors separately for the activities and transactions of the 2022 fiscal year,
7. Determining the salary and benefits like attendance fee, premium and bonus of the members of the Board of Directors,
8. Discussion and determination of the dividend distribution proposal prepared by the Board of Directors,
9. Discussion and resolve the proposal of the Board of Directors regarding the selection of an independent external auditor for the auditing of the 2023 fiscal year accounts and transactions in accordance with the Turkish Commercial Code and Capital Markets legislation,
10. Informing the shareholders about the donations and aids made in 2022 and discussion and determining the upper limit for donations and aids proposed by the Board of Directors to be made for the period 01/01/2023 – 31/12/2023,
11. Informing the shareholders regarding the collaterals, pledges and mortgages put by the Company in favor of third parties and the revenues and benefits gained by the Company in accordance with the regulations of the Capital Markets Board,
12. Discussion and deciding whether to allow the members of the Board of Directors to carry out the works that are within the scope of the company or on behalf of others, to become partners in companies that do such works and to carry out other transactions pursuant to Articles 395 and 396 of the Turkish Commercial Code,
13. Wishes, requests and closing,



**ADDITIONAL DISCLOSURES PROVIDED IN ACCORDANCE WITH THE ARTICLE 1.3.1
OF THE COMMUNIQUE ON CORPORATE GOVERNANCE (II-17.1)
OF THE CAPITAL MARKETS BOARD**

The additional disclosures which must be done in accordance with the Communiqué on Corporate Governance (II-17.1) and the Communiqué on Joint Stock Companies subject to Capital Markets Law (Serial: IV, No: 41) of the Capital Markets Board, the ones which are related with the issues in the agenda are made in the item of agenda below and the general disclosures are made in this section for your information.

1.3.1.a Total number of shares and voting rights reflecting the current corporate structure as of the date that the announcement and should the company have privileged shares, number of privileged shares and voting rights for each privileged share group and information on the feature of the privileges.

The issued capital of the company is 593.290.008 TL and as of the date of announcement shareholding structure of Company is as below:

Shareholder	Share in the Capital (TL)	Share in the Capital (%)	Voting Right (%)
Turkish Retail Investments B.V.	144.000.000	24,27	24,27
Gözde Girişim Sermayesi Yatırım Ortaklığı Anonim Şirketi	140.400.327,27	23,66	23,66
European Bank for Reconstruction and Development	33.950.000	5,72	5,72
Small Cap World Fund Inc	31.602.962	5,33	5,33
İstanbul Portföy Yıldız Serbest Özel Fon	30.428.571	5,13	5,13
Other	212.908.147,73	35,89	35,89
Total	593.290.008	100,00	100,00

There is no privilege regarding the exercise of the voting rights in the company's articles of association. According to the articles of association, each 1 (one) share gives 1 (one) voting right to its owner in the General Assembly Meetings.

1.3.1.b Changes in the management and activities of the company and subsidiaries thereof that took place in the past accounting period or that are planned for future accounting periods, which may affect the activities of the company significantly and information on the reasons for such changes.

There is no change in the management and activities of the Company and subsidiaries during the period of 01.01.2022-31.12.2022.

Disclosures regarding the changes in the management and activities of our company are announced to public via material event disclosures. Material event disclosures made by our Company within the scope of relevant legislation are available on the Public Disclosure Platform (PDP) <https://www.kap.org.tr/en/sirket-bilgileri/genel/3913-sok-marketler-ticaret-a-s> and the Company's corporate website <https://www.sokmarket.com.tr>

1.3.1.c In case the general assembly meeting agenda includes dismissal, change or election of the board of directors members, the grounds for their dismissal and change and with



respect to the persons whose candidacy has been declared to the company; their curriculum vitae, duties that they have conducted in the last ten years and reasons for their resignation, feature and materiality level of their relation with the company and its related parties, whether they are independent or not, and information on similar issues which may affect the activities of the company should these persons are elected as members of Board of Directors

Within the framework of the provisions of the Turkish Commercial Code and the Regulation, the acquittal of the members of the Board of Directors separately for their activities, transactions, and accounts for 2022 and the salary of the members of the Board of Directors will be submitted to the approval of our shareholders.

1.3.1.ç Written requests of shareholders submitted to the Investor Relations Department for inclusion of an item into the agenda and should the Board of Directors have not accepted the proposals, such proposals which have not been accepted and grounds for their refusal.

No written requests from shareholders, CMB and other public authorities were submitted to the investor relations department for the inclusion of an item into the agenda.

1.3.1.d In case the agenda includes amendment of articles of association, relevant resolution of the Board of Directors and former and new versions of the articles of association

There is no agenda item which includes amendment of articles of association.

INFORMATION ON THE AGENDA ITEMS FOR THE ANNUAL GENERAL ASSEMBLY MEETING DATED 06 JUNE 2023

1. Opening and election of the Meeting Board,

Pursuant to the provisions of Turkish Commercial Code (TCC) and the “Regulation on the General Assembly Meetings of the Joint Stock Companies and Representative of the Ministry of Customs and Trade to attend these Meetings” (“Regulation”), Chairman and the Meeting Board, which will chair the General Assembly Meeting, will be elected.

2. Authorization of the Meeting Board for signing the minutes of the meeting,

The General Assembly will authorize the Meeting Board to sign the minutes of the general assembly meeting.

3. Reading and discussion of the Annual Report of the Board of Directors for the 2022 fiscal year,

Within the framework of the provisions of the Turkish Commercial Code and the Regulation, Annual Report of the Board of Directors for the fiscal year 01.01.2022–31.12.2022 which is available at the Headquarters of our Company, on the corporate website of the Company at www.sokmarket.com.tr and at the Public Disclosure Platform (www.kap.org.tr) for the examination of our shareholders for three weeks prior to the General Assembly Meeting will be submitted for the evaluation and approval of our shareholders.

4. Reading of the Independent Auditor’s Report summary for the 2022 fiscal year,

Within the framework of the provisions of the Turkish Commercial Code and the Regulation, Independent Auditor’s Report summary regarding the activities and accounts for the year 2022 which is available at the Headquarters of our Company, on the corporate website of the Company at www.sokmarket.com.tr and at the Public Disclosure Platform (www.kap.org.tr) for the examination of our shareholders for three weeks prior to the General Assembly Meeting will be submitted for the evaluation and approval of our shareholders.



5. Discussion and approval of the consolidated financial statements for the 2022 fiscal year,

Within the framework of the provisions of the Turkish Commercial Code and the Regulation, the consolidated financial statements dated December 31, 2022 which is available at the Headquarters of our Company, on the corporate website of the Company at www.sokmarket.com.tr and at the Public Disclosure Platform (www.kap.org.tr) for the examination of our shareholders for three weeks prior to the General Assembly Meeting will be submitted for the evaluation and approval of our shareholders.

6. Discussion and resolve the acquittal of the members of the Board of Directors separately for the activities and transactions of the 2022 fiscal year,

Within the framework of the provisions of the Turkish Commercial Code and the Regulation, the acquittal of the members of the Board of Directors separately for the activities and transactions of the 2022 fiscal year will be submitted for the approval of our shareholders.

7. Determining the salary and benefits like attendance fee, premium and bonus of the members of the Board of Directors,

The salary and benefits like attendance fee, premium and bonus of the members of the Board of Directors for 2023 will be submitted for the approval of our shareholders.

8. Discussion and determination of the dividend distribution proposal prepared by the Board of Directors,

At the BoD meeting dated 04.05.2023 it has been resolved to submit to the approval of the General Assembly the following;

In accordance with the relevant provisions of the Turkish Commercial Code ("TCC"), Capital Markets Legislation and Capital Markets Board ("CMB") Regulations, Corporate Tax Code, Income Tax Code and other applicable laws and regulations, the Company's Articles of Association, and the Company's Dividend Distribution Policy approved by the shareholders at the General Assembly dated 18.07.2018,

- Considering the long-term strategies, investment, cash and financing policies of our Company; a total of TL 300,000,000.00 ("gross"), and TL 270,000,000.00 ("net"), corresponding to 50.56549% gross and 45.50894% net of the "Paid-in Capital", "cash" dividend distribution will be made in line with the "fraction" rules of Merkezi Kayıt Kuruluşu A.Ş. ("MKK") in effect on the date of dividend distribution starts. The dividend distribution shall start on December 31, 2023, at the latest.

- After setting aside the aforementioned legal and special reserves according to the consolidated financial statements, prepared in compliance with TAS and TFRS and within the framework of CMB and POA regulations, to register the non-distributable amount of TL 2,020,025,706.92 in the "Retained Earnings or Accumulated Losses" account, and after setting aside the aforementioned legal and special reserves according to the Statutory Accounting Records, to register the non-distributable amount of TL 322,716,737.26 in the "Extraordinary Reserves" account.

- To give authorization to the CEO Uğur Demirel and CFO Ziya Kayacan for determining the date of the dividend distribution

9. Discussion and resolve the proposal of the Board of Directors regarding the selection of an independent external auditor for the auditing of the 2023 fiscal year accounts and transactions in accordance with the Turkish Commercial Code and Capital Markets legislation,



The Board of Directors has resolved to select the auditing firm of PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the independent auditor of our Company for auditing 2023 financial statements in accordance with the opinion of our Company's Audit Committee and as pursuant to the regulations of the Capital Markets Board of Turkey as well as other related regulations and to submit such selection to the approval of our shareholders.

10. Informing the shareholders about the donations and aids made in 2021 and discussion and determining the upper limit for donations and aids proposed by the Board of Directors to be made for the period 01/01/2023 – 31/12/2023,

Pursuant to the Article 6 of the CMB's Communiqué on Dividends No II-19.1, the limit of donations to be made must be determined by the General Assembly, in cases not specified in the Articles of Association, and information concerning the donations and payments made must be provided to the shareholders at the Ordinary General Assembly. Our company made TL 7.873.289,89 donations and aids in 2022. The board proposal regarding to determine an upper limit for donations, in accordance with our Company's Donation Policy and including donations and aids made or to be made for the earthquake, as 0.2% of the net sales amount disclosed in the latest annual consolidated financial statements prepared in accordance with CMB Regulations, will be submitted for the approval of our shareholders.

Within the framework of the Capital Markets Board decision dated 09/02/2023 and numbered 8/174; due to the great earthquake disaster affecting 10 provinces on 06.02.2023, the resolution to donate donations in kind and/or cash to earthquake victims in this extraordinary process, if the needs arise, directly or upon request, directly and/or through legally authorized institutions and organizations and to provide comprehensive information about the type, total amount of donations and aids made and the donated party/parties to the shareholders and the donation limit for 2023 to be determined to include these donations and aids will be submitted for the approval of our shareholders.

11. Informing the shareholders regarding the collaterals, pledges and mortgages put by the Company in favor of third parties and the revenues and benefits gained by the Company in accordance with the regulations of the Capital Markets Board,

As per the requirements of Article 12 of the Corporate Governance Communiqué No. II-17.1 of the Capital Markets Board, the shareholders will be informed that our Company does not have any guarantees, pledges and mortgages in favor of third parties during the period of January 1, 2022 - December 31, 2022.

12. Discussion and deciding whether to allow the members of the Board of Directors to carry out the works that are within the scope of the company or on behalf of others, to become partners in companies that do such works and to carry out other transactions pursuant to Articles 395 and 396 of the Turkish Commercial Code,

Members of our Board of Directors can only enter transactions with the Company as per Article 395 of the TCC and undertake business in competition with our Company as per Article 396 of the TCC, subject to the authorization by our shareholders at the General Assembly Meeting. In this respect, authorization of our Board Members for the said matters will be submitted for the approval of our shareholders.

13. Wishes, requests and closing,



Annex-1: Power of Attorney

POWER OF ATTORNEY

I / we hereby appoint _____ as my proxy, to represent me in accordance with my instructions stated below, to vote, to make proposals and to sign the necessary documents at the Ordinary General Assembly Meeting of Şok Marketler Ticaret A.Ş. that will be held on **06/06/2023** at **14:00**, at Kısıklı Mahallesi Hanımseti Sok. No:35 B-1 Üsküdar/İstanbul

The Attorney's (*):

Name Surname/Trade Name:

TR ID Number/Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

(*) Foreign attorneys should submit the equivalent information mentioned above.

Note: Power of attorney must be notarized

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1. About the agenda items of General Assembly:

- The attorney is authorized to vote according to his/her opinion.
- The attorney is authorized to vote in line with the proposals of the partnership management.
- The attorney is authorized to vote in accordance with the following instructions stated in the table.

Instructions:

If the shareholder chooses the (c) option, the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1) Opening and election of the Meeting Board,			
2) Authorization of the Meeting Board for signing the minutes of the meeting,			
3) Reading and discussion of the Annual Report of the Board of Directors for the 2022 fiscal year,			
4) Reading of the Independent Auditor's Report summary for the 2022 fiscal year,			
5) Discussion and approval of the consolidated financial statements for the 2022 fiscal year			
6) Discussion and resolve the acquittal of the members of the Board of Directors separately for the activities and transactions of the 2022 fiscal year,			
7) Determining the salary and benefits like attendance fee, premium and bonus of the members of the Board of Directors,			
8) Discussion and determination of the dividend distribution proposal prepared by the Board of Directors,			
9) Discussion and resolve the proposal of the Board of Directors regarding the selection of an independent external auditor for the auditing of the 2023 fiscal year accounts and transactions in accordance with the Turkish Commercial Code and Capital Markets legislation,			
10) Informing the shareholders about the donations and aids made in 2022 and discussion and determining the upper limit for donations			

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and aids proposed by the Board of Directors to be made for the period 01/01/2023 – 31/12/2023,			
11) Informing the shareholders regarding the collaterals, pledges and mortgages put by the Company in favor of third parties and the revenues and benefits gained by the Company in accordance with the regulations of the Capital Markets Board,			
12) Discussion and deciding whether to allow the members of the Board of Directors to carry out the works that are within the scope of the company or on behalf of others, to become partners in companies that do such works and to carry out other transactions pursuant to Articles 395 and 396 of the Turkish Commercial Code,			
13) Wishes, requests and closing,			

- Voting is not done on information items

(*) The issues included in the agenda of the General Assembly are itemized one by one. If the minority has another draft resolution, necessary arrangements should be made to enable them vote by proxy.

2. Special instruction related to other issues that may come up during General Assembly meeting and especially rights of minority:

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote in these matters.
- c) The attorney is authorized to vote for agenda items in accordance with the following instructions:

SPECIAL INSTRUCTIONS: The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

The shareholder specifies the shares to be represented by the attorney by choosing one of the following.

1. I hereby confirm that the attorney represents the shares specified in detail as follows:

- a. Order and Serial: *
- b) Number/Group: **
- c) Amount-Nominal Value:
- ç) Share with voting power or not:
- d) Bearer-Registered: *
- e) Ratio of the total shares/voting rights of the shareholder:

*Such information is not required for the shares which are followed up electronically.

**For the shares which are followed up electronically, information related to the group will be given instead of number.

2. I hereby confirm that the attorney represents all my shares on the list, prepared by CRA (Central Registry Agency) the day before the meeting, concerning the shareholders who could attend the General Assembly Meeting

NAME SURNAME OR TITLE OF THE SHAREHOLDER (*)

TR ID Number/Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

Address:

(*) Foreign attorneys should submit the equivalent information mentioned above.

SIGNATURE



Annex-2: Dividend Distribution Table

ŞOK MARKETLER TİCARET A.Ş. 31.12.2022 DIVIDEND DISTRIBUTION TABLE (TL)

1. Paid-in-Capital / Issued Capital		593.290.008,00
2. General Legal Reserves (according to statutory records)		8.881.421,79
If there is dividend privilege according to Articles of Association, information regarding this privilege		None
	According to CMB	According to Statutory Records
3. Profit / (Loss) for the Period	1.944.942.333,00	808.766.758,38
4. Taxes (-)	-434.891.489,00	153.275.456,00
5. Net Profit / (Loss) for the Period	2.379.833.822,00	655.491.302,38
6. Prior Years' Losses (-)	0,00	0,00
7. General Legal Reserves (-)	32.774.565,12	32.774.565,12
8. Net Distributable Profit / (Loss) for The Period	2.347.059.256,88	622.716.737,26
9. Donations Made During the Year (+)	7.873.289,98	
10. Net Distributable Profit / (Loss) for The Period Including Donations	2.354.932.546,86	
11. First Dividend to Shareholders	300.000.000,00	
- Cash	300.000.000,00	
- Stock	0,00	
12. Dividends Distributed to Owners of Privileged Shares	300.000.000,00	
13. Other Dividends Distributed	0,00	
- To the Members of the Board of Directors	0,00	
- To the Employees	0,00	
- To None Shareholders	0,00	
14. Dividends Distributed to Owners of Redeemed Shares	27.033.549,96	
15. Second Dividend to Shareholders	0,00	
16. General Legal Reserves	0,00	
17. Statutory Reserves	2.020.025.706,92	
18. Special Reserves	0,00	
19. Extraordinary Reserves	0,00	
20. Other Distributable Reserves	0,00	
- Retained Earnings		
- Extraordinary Reserves		
- Other Distributable Reserves According to Law and Articles of Association		

Dividend Pay-out Ratios Table

	Group	TOTAL DIVIDEND AMOUNT (TL)		TOTAL DIVIDEND DISTRIBUTED / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND PER SHARE FOR 1 TL NOMINAL VALUE (NET)	
		CASH (TL)	STOCK (TL)	Ratio (%)	Amount (TL)	Ratio (%)
Gross	-	300.000.000,00	0,00	12,74%	0,505655	50,5655
Net	-	270.000.000,00	0,00	11,47%	0,455089	45,5089
	Total	300.000.000,00	0,00	12,74%	0,505655	50,5655

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