



Şok Marketler Ticaret A.Ş.

01.01.2019 – 30.09.2019

Interim Report

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1. About Şok Marketler

Şok Marketler Ticaret Anonim Şirketi (“Şok” or the “Company”) was established in 1995 to operate in the retail sector, selling fast moving consuming products in Turkey. The registered address of the Company is Kısıklı mah. Hanımseti sok No:35 B/1 Üsküdar and continues its activities in 81 provinces of Turkey. The number of personnel is 30,891 as of 30 September 2019 (31 December 2018:27,823).

Şok and its subsidiaries (together the “Group”), are comprised of the parent, Şok and two subsidiaries in which the Company owns the majority share of the capital or which are controlled by the Company.

On 25 August 2011, Şok 's shares were transferred from Migros Ticaret A.Ş..

The Group acquired 18 stores of Dim Devamlı İndirim Mağazacılık A.Ş between February 21, 2013 and March 28, 2013. The purchase was not made through the purchase of shares but through the purchase of the assets in stores.

On 19 April 2013, the Group signed share transfer agreement for the purpose of purchasing 100% of the DiaSA Dia Sabancı Süpermarketleri Tic. A.Ş ("DiaSA"). All of DiaSA's shares were transferred to Şok Marketler A.Ş. on 1 July 2013. On 8 July 2013, 100% of the shares of Onur Ekspres Marketçilik A.Ş. was purchased by Şok. DiaSA and OnurEx merged with Şok on 1 November 2013 and 19 December 2013, respectively.

On 29 May 2015, the Group acquired 80% share of Mevsim Taze Sebze Meyve San. ve Tic. A.Ş. (“Mevsim”).

On 26 December 2017, the Group acquired 55% shares of Teközel and 45% shares on 2 July 2018, respectively. The Company merged with Teközel on 10 May 2019 with CMB approval dated 28 March 2019 and Trade Registry approval dated 10 May 2019. After the merger Şok acquired %100 shares of UCZ Mağazacılık Tic. A.Ş (“UCZ”).

With the Capital Market Board's approval of the public offering, the shares of Şok Marketler Ticaret A.Ş. started to be trade on 18 May 2018 on Yıldız Market with the “SOKM” code which was offered to public on 8-11 May 2018, with a nominal value of TL 218,500,000 issued due to the increase from TL 360,000,000 to TL 578,500,000 with 10.5 base price.

Within the framework of the registered capital system,with the completion of the public offering with restricting the rights of the existing shareholders to purchase new shares, total capital of the Company increased by TL 33,428,571 to TL 611,928,571. All of the shares issued within the framework of capital increase mentioned above are allocated to Yıldız Holding A.Ş.. On 16 May 2018 capital increase completed by depositing the relevant amount to the Company account at base price of 10.5 TL.

As of 30 September 2019, the Group has a total of 7,003 stores 6,725 units ("Şok" sales store), 278 units ("Şok Mini" sales store) (31 December 2018: "Şok" sales store: 6,100, "Şok Mini" sales store: 264).

The Group's internet address is www.sokmarket.com.tr.

1. General Information

a) Shareholding Structure

Shareholder structure of Şok Marketler as of September 30, 2019 is stated below;

Shareholders	%	
Turkish Retail Investments B.V.	23,53	144.000.000
Gözde Girişim Sermayesi Yat.Ort. A.Ş.	22,94	140.400.327
Turkish Holdings IV Cooperatief U.A.	5,16	31.571.531
Templeton Strategic Emerging Markets Fund IV.LDC	5,88	36.000.000
Yıldız Holding A.Ş.	5,46	33.428.571
Free Float & Others	37,03	226.528.142
Total	100,00	611.928.571

b) Board of Directors

At the Extraordinary General Assembly Meeting of the Company held on October 31, 2019, one of the agenda item was related with the election of new board members. With the Extraordinary General Assembly Meeting, the number of independent board members increased from 2 to 3, while the total number of Board members increased from 6 to 8.

Members' names and roles are as follows:

Name Surname	Title	Term
Cengiz SOLAKOĞLU	Chairman	Board members were elected for a term of three years at the Ordinary General Assembly meeting held on 18 July 2018
Ali ÜLKER	Deputy Chairman	
Mustafa Yaşar SERDENGEÇTİ	Board Member	
Erman KALKANDELEN	Board Member	
Murat ÜLKER	Board Member	Board member was elected at the Extraordinary General Assembly meeting held on 31 October 2019 to serve for the term of office of the current Members
Ahmet BAL	Board Member (Independent)	Board member was elected for a term of three years at the Ordinary General Assembly meeting held on 18 July 2018
Pınar ILGAZ*	Board Member (Independent)	Election of Board member was approved at the Extraordinary General Assembly Meeting dated 31.10.2019 to complete the term of Office of previous Board Member.
Aytaç Saniye MUTLUGÜLLER	Board Member (Independent)	Board member was elected at the Extraordinary General Assembly meeting held on 31 October 2019 to serve for the term of office of the current Members

* Our Company's independent board member, Ms. Ceyda AYDEDE resigned voluntarily from her position with her resignation letter dated of 11.04.2019. The announcement regarding the appointment of Pınar ILGAZ as independent board member was announced at Public Disclosure Platform on 30.04.2019.

c) Executive Board

Executive Board of Şok Marketler as of September 30, 2019 is stated below;

Name Surname	Title	Address
Uğur Demirel	CEO	Kısıklı Mahallesi Hanımseti Sokak No:35 B/1 Üsküdar, İstanbul
Ziya Kayacan	CFO	
Tuncer Konak	Human Resources Director	
Kazım Çağlar	Sales & Operation Director	
Hakan Koyun	Sales & Operation Director	
Metin Sağlam	Sales & Operation Director	
Nilhan Gülbahçe	Marketing Director	
Tolga Genç	Trade Director	
İsmail Özen	Trade Director	
Hakan Kurtul	Trade Director	
Kenan Hatipoğlu	Construction, Technical Purchasing and Investment Director	
Tuncay Çelikoğlu	Supply Chain Director	
Çağlar Dağlar Aygün	Sales & Operation Director	

2. Operations

The Company operates in the food retail market in Turkey. As of 30 September 2019, the Group has a total of 7,003 stores 6,725 units ("Şok" sales store), 278 units ("Şok Mini" sales store) (31 December 2018: "Şok" sales store: 6,100, "Şok Mini" sales store: 264).

3. Investments

For the period of 1 January- 30 September 2019, The Company opened 625 Şok and 14 Şok Mini Stores and Total capital expenditure was 250,1 million TL.

4. After the reporting Period

None.

5. Financials

The details of the Group's subsidiaries at 30 September 2019 and 31 December 2018 are as follows:

Subsidiaries	30 September 2019	31 December 2018	30 September 2019	31 December 2018
	Direct Ownership Rate %		Group Efficiency Rate %	
Mevsim Taze Sebze Meyve San. ve Tic. A.Ş.	%80	%80	%80	%80
Teközel Gıda Tem. Sağ. Mark. Hizm. A.Ş. (*)	-	%100	-	%100
UCZ Mağazacılık Tic. A.Ş. (**)	%100	-	%100	%100

The details of the Group's subsidiaries at 30 September 2019 and 31 December 2018 are as follows:

(*) On 26 December 2017, the Group acquired 55% shares of Teközel and 45% shares on 2 July 2018, respectively. The Company merged with Teközel on 10 May 2019 with CMB approval dated 28 March 2019 and Trade Registry approval dated 10 May 2019. After the merger Şok acquired %100 shares of UCZ Mağazacılık Tic. A.Ş. ("UCZ").

(**) On 25 December 2017, Teközel acquired 21,000,000 shares of UCZ, presenting 60% of the total capital of TL 35,000,000 for a consideration of TL 1,000 and gained control of UCZ. On 30 January 2018, the Group purchased the remaining shares of UCZ and UCZ became a 100% subsidiary of the Group.

Consolidated Income Statement Summary for the period of 1 January -30 September 2019;

Consolidated Income Statement Summary (TLm)	Q3		Δ (%)	IFRS 16 Impact	Q3		9M	9M		Δ (%)	IFRS 16 Impact	9M	
	2018	2019 Before IFRS 16			2019 After IFRS 16	2018		2019 Before IFRS 16	2019 After IFRS 16				
Net Sales	3.256,8	4.306,6	32,2%	-	4.306,6		8.710,2	11.821,8	35,7%	-	11.821,8		
Gross Profit	828,0	1.014,1	22,5%	-	1.014,1		2.108,1	2.750,8	30,5%	-	2.750,8		
Gross Profit %	25,4%	23,5%	-1,9 Ppt	-	23,5%		24,2%	23,3%	-0,9 Ppt	-	23,3%		
Marketing, selling & GA expenses (-)	(651,7)	(816,6)	25,3%	69,5	(747,1)		(1.800,7)	(2.303,3)	27,9%	202,8	(2.100,4)		
Amortisation	(51,8)	(56,7)	9,5%	(99,2)	(155,8)		(148,2)	(164,8)	11,2%	(285,1)	(449,9)		
Amortisation)	(599,9)	(759,9)	26,7%	168,7	(591,3)		(1.652,6)	(2.138,5)	29,4%	487,9	(1.650,6)		
EBITDA	228,1	254,2	11,4%	168,7	422,8		455,5	612,3	34,4%	487,9	1.100,2		
EBITDA %	7,0%	5,9%	-1,1 Ppt	3,9%	9,8%		5,2%	5,2%	-0,1 Ppt	4,1%	9,3%		
Profit / (Loss) Before Tax	24,0	15,8	-34,2%	(35,9)	(20,1)		(194,6)	(67,7)	65,2%	(107,7)	(175,4)		
Net Profit / (Loss) for the Period	11,7	0,2	-97,9%	(28,7)	(28,5)		121,9	(64,3)	-152,8%	(86,2)	(150,5)		

Consolidated Balance Sheet Summary for the period of 1 January -30 September 2019;

Consolidated Balance Sheet Summary (TLm)	31.12.18	30.09.19		30.09.19
		Before IFRS 16	IFRS 16 Impact	After IFRS 16
Cash & cash equivalents	354,1	310,9		310,9
Trade receivables	69,5	140,5		140,5
Inventories	872,5	1.091,8		1.091,8
Other current assets	19,2	28,3	(2,6)	25,7
Total Current Assets	1.315,3	1.571,6	(2,6)	1.568,9
Property & equipment	977,6	1.061,3		1.061,3
Intangible assets	684,7	683,2		683,2
Other non-current assets	284,3	294,5	1.696,8	1.991,3
Non-Current Assets	1.946,6	2.039,1	1.696,8	3.735,9
Total Assets	3.261,9	3.610,7	1.694,2	5.304,8

Consolidated Balance Sheet Summary (TLm)	31.12.18	30.09.19		30.09.19
		Before IFRS 16	IFRS 16 Impact	After IFRS 16
Short term financial liabilities	177,4	81,3		81,3
Trade payables	2.484,5	2.991,8		2.991,8
Other current payables	183,2	234,9	539,3	774,2
Total Current Liabilities	2.845,1	3.307,9	539,3	3.847,2
Total Non Current Liabilities	153,8	94,8	1.241,1	1.335,9
Shareholder's equity	261,8	206,4	(86,2)	120,3
Non-controlling interests	1,2	1,5		1,5
Total Equity	263,0	207,9	(86,2)	121,7
Total Liabilities and Equity	3.261,9	3.610,7	1.694,2	5.304,8