



# **ŞOK MARKETLER TİCARET A.Ş.**

**29 MARCH 2019  
2018 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 2018 ORDINARY GENERAL ASSEMBLY MEETING FROM THE BOARD OF DIRECTORS

**Dear Shareholders,**

The Ordinary General Assembly of our Company will be held on **29 March, 2019, on Friday at 15:00 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. Annual Reports of the Board of Directors, Financial Statements and Independent Audit Report, the proposal regarding the Dividend Distribution and the Corporate Governance Principles Compliance Report in the Annual Report's Appendix and The Information Note on the agenda items of 2018 Ordinary General Assembly Meeting will be available for the review of the Distinguished Shareholders on the Company headquarters and [www.sokmarket.com.tr](http://www.sokmarket.com.tr), a URL from the Company's website, and on the Electronical General Assembly System of the Central Registry Agency at least three weeks prior to the meeting pursuant to the legal period.

In accordance with the Article 417, the Communiqué on the Procedures and Principles for the Book-keeping of Dematerialized Capital Market Instruments (II-13.1) The list of the shareholders that can be attended to the General Assembly is arranged in accordance with "the list of Shareholding" to be provided by the Central Registry Agency. The necessary information can be obtained from the Central Registry Agency and [www.mkk.com.tr](http://www.mkk.com.tr).

Pursuant to Article 415 of the Turkish Commercial Code, shareholders or their representatives who are registered in the list of attendees and who have been dematerialized within the framework of the Central Registry Agency (CRA) regulations, will be able to attend the General Assembly Meeting. It is obligatory for natural persons to show their identity and legal person representatives to present their power of attorney.

Attendees who have electronic signatures to participate the meeting electronically, may participate the meeting electronically via the Electronic General Assembly System. Shareholders, intending to vote via the Electronic General Meeting System, may obtain more information from the Central Registry Agency and from the web address of [www.mkk.com.tr](http://www.mkk.com.tr)

Shareholders, who cannot physically attend the meeting, without prejudice to the obligations and rights of shareholders who will attend electronically, shall prepare their proxies in line with the template below and published at the Company's website addressed [www.sokmarket.com.tr](http://www.sokmarket.com.tr) or available in the Headquarters of the Company. Shareholders shall submit their proxies including their notarized signatures, in accordance with the "Communiqué Regarding Proxy Voting and Call Based Proxy Meetings" numbered II-30.1 that became effective by being published at the Official Gazette dated 24.12.2014 and numbered 28861.

In accordance with the Article 415, Clause 4 of the New Turkish Commercial Code no. 6102 and the Article 30, Clause 1 of the Capital Markets Law no. 6362, the blockage of the share certificates will not be laid down as a condition for the right to attend and vote in the General Assembly. Within this respect, if our shareholders demand to attend in the General Shareholders' Meeting, there is no need for them to block their shares.

The agenda items shall be voted explicitly and by raising hands in the Ordinary General Assembly in addition to electronic voting.

We request the attendance of our shareholders.

Regards

Şok Marketler Ticaret A.Ş.

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**ŞOK MARKETLER TİCARET A.Ş.**  
**2018 GENERAL ASSEMBLY AGENDA**

1. Opening and formation of the Chairmanship Council.
2. Authorizing Chairmanship Council for signing the General Assembly minutes.
3. Reading and discussion of the Board of Directors Activity Report for the year 2018.
4. Reading of the Independent External Audit Report summary regarding the activities and accounts for the year 2018.
5. Reading, discussion and approval of the Financial Statements dated December 31, 2018.
6. Release of the members of the Board of Directors severally with regard to the 2018 activities
7. Accepting, accepting by amendment or declining the proposition of distribution of the dividend of 2018
8. Approval of the nomination of the Independent Audit Company conducted by the Board of Directors pursuant to the Turkish Commercial Code and the regulations of the Capital Markets Board,
9. Informing the General Assembly on the donations and aids which were provided by the Company in 2018 and determining the upper limit of donation to be made in the year 2019.
10. Informing the shareholders regarding the collaterals, pledges and mortgages put by the Company in favor of third persons and the revenues and benefits gained by the Company.
11. Authorization of the members of the Board of Directors pursuant to Articles 395 and 396 of the Turkish Commercial Code.
12. Wishes, requests and closing.



## ADDITIONAL DISCLOSURES PURSUANT TO THE REGULATIONS OF THE CAPITAL MARKET BOARD

Of the additional disclosures which must be done pursuant to the “Communiqué on the Principles to be complied with Joint Stock Companies being subject to the Capital Markets Law”, Serial IV, No. 41, and the “Communiqué Concerning the Establishment and Implementation of the Corporate Governance Principles”, (II-17.1)” 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 corporation have privileged shares, number of privileged shares and voting rights for each privileged share group and information on the feature of the privileges.

Paid in Capital of Company is 611.928.571 TL, as of the date of announcement shareholding structure of Company:

Shareholder	Amount of Shares (TL)	Share in Capital (%)	Voting Right (%)
Turkish Retail Investments B.V.	144.000.000	23,53	23,53
Gözde Girişim Sermayesi Yatırım Ortaklığı Anonim Şirketi	140.400.327,27	22,94	22,94
Templeton Strategic Emerging Markets Fund LV LDC	36.000.000	5,88	5,88
European Bank For Reconsrtruction And Development	33.950.000	5,55	5,55
Yıldız Holding Anonim Şirketi	33.428.571	5,46	5,46
Turkish Holdings LV Cooperatief U.A.	31.571.531	5,16	5,16
Other	192.578.141,73	31,47	31,47
Total	611.928.571	100,00	100,00

Each share is entitled to one vote in the Company. There are no privileged shares of our Company.

### 1.3.1.b Changes in the management and activities of the corporation 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 Corporation significantly and information on the reasons for such changes.

There is no change in the management and activities of the corporation and subsidiaries during the period of 01.01.2018-31.12.2018. Management and operational changes which took place in 2018 and are planned to take place in 2019 are announced to the public through material event disclosures, announcements and Financial Statements Footnotes, which are available on Public Disclosure Platform (KAP) <https://www.kap.org.tr/tr/sirket-bilgileri/genel/3913-sok-marketler-ticaret-a-s> and Company website <https://www.sokmarket.com.tr>



**1.3.1.c In case the general assembly meeting agenda includes dismissal, change or election of board of directors members, the grounds for their dismissal and change and with respect to the persons whose candidacy has been declared to the corporation; their curricula 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 corporation and its related parties, whether they are independent or not, and information on similar issues which may affect the activities of the corporation should these persons are elected as members of board of directors**

There is no agenda item regarding the dismissal, change or election of board of directors members.

**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 requests of the Shareholders, the Capital Market Board or the other Public Authorities for Inclusion of Issues in 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

## **AGENDA**

### **1. Opening and formation of the Chairmanship Council.**

**Explanation:**

Pursuant to the provisions of Turkish Commercial Code (TCC) and the “Regulation on the Procedures and Principles of the General Assembly Meetings of the Stock Companies and the Representatives from the Ministry of Customs and Trade to take part in these meetings”, the Presiding Board, which will chair the General Meeting, will be formed.

### **2. Authorizing Chairmanship Council for signing the General Assembly minutes.**

**Explanation:**

Minutes of the General Assembly Meeting shall be authorized to be signed by the Presiding Board.

### **3. Reading and discussion of the Board of Directors Activity Report for the year 2018.**

**Explanation:**

Pursuant to the regulations of TCC and Capital Markets Board (CMB), Board of Directors Annual Report for financial year 01.01.2018–31.12.2018 which is available at the Headquarters of our Company, and on the corporate website of the Company at [www.sokmarket.com.tr](http://www.sokmarket.com.tr) for examination of our shareholders at least three weeks before the General Assembly meeting and it shall be presented for evaluation and approval of our shareholders.



**4. Reading of the Independent External Audit Report summary regarding the activities and accounts for the year 2018.**

**Explanation:**

Pursuant to the regulations of TCC and Capital Markets Board (CMB), External Audit Report summary regarding the activities and accounts for the year 2018 which is available at the Headquarters of our Company, and on the corporate website of the Company at [www.sokmarket.com.tr](http://www.sokmarket.com.tr) for examination of our shareholders at least three weeks before the General Assembly meeting and it shall be presented for evaluation and approval of our shareholders.

**5. Reading, discussion and approval of the Financial Statements dated December 31, 2018.**

**Explanation:**

Pursuant to the regulations of TCC and Capital Markets Board (CMB), Financial Statements dated December 31, 2018 which is available at the Headquarters of our Company, and on the corporate website of the Company at [www.sokmarket.com.tr](http://www.sokmarket.com.tr) for examination of our shareholders at least three weeks before the General Assembly meeting and it shall be presented for evaluation and approval of our shareholders.

**6. Release of the members of the Board of Directors severally with regard to the 2018 activities**

**Explanation:**

Pursuant to the regulations of the TCC and the regulations of the Ministry of Customs and Trade the release of the members of the Board of Directors for their activities, procedures and accounts for the year 2018 will be submitted for the approval of the General Assembly.

**7. Accepting, accepting by amendment or declining the proposition of distribution of the dividend of 2018**

**Explanation:**

Company has no distributable profit for the year ended 31/12/ 2018 due to net period loss recorded and previous year's losses in its financial statements which are prepared in compliance with the Turkish Accounting Standards. In this respect, Board of Directors decided not to distribute dividend for 2018 and it will be submitted to the approval of the General Assembly.

**8. Approval of the nomination of the Independent Audit Company conducted by the Board of Directors pursuant to the Turkish Commercial Code and the regulations of the Capital Markets Board,**

**Explanation:**

Taking into consideration the opinion of the Audit Committee, to audit Company's financial statements for the year 2019 accounting period and Audit Company will be submitted to the approval of the General Assembly of Shareholders.



**9. Informing the General Assembly on the donations and aids which were provided by the Company in 2018 and determining the upper limit of donation to be made in the year 2019.**

**Explanation:**

Pursuant to 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 shareholders at the General Assembly. Our company made TRY 1.175.802 donations in 2018. The upper limit for donations in 2019 will be submitted as 0.2% of the net sales amount disclosed in latest annual financial statements prepared in accordance with TFRS at the General Assembly.

**10. Informing the shareholders regarding the collaterals, pledges and mortgages put by the Company in favor of third persons and the revenues and benefits gained by the Company.**

**Explanation:**

There is no collateral, pledge or mortgage put by the Company in favor of third persons

**11. Authorization of the members of the Board of Directors pursuant to Articles 395 and 396 of the Turkish Commercial Code.**

**Explanation:**

The members of the Board of Directors do not have the right to perform the transactions stated under the Articles 395 (Prohibition to Transact with and Incur Indebtedness to the Company) and 396 (Non-competition) of the Turkish Commercial Code. General Assembly should give approval to the Board of Directors who can compete and perform transactions which may cause conflicts of interest. Details regarding the above-mentioned transactions should also be communicated to the General Assembly.

**12. Wishes, requests and closing.**



## Appendix 1: Power of Attorney

### POWER OF ATTORNEY

#### ŞOK MARKETLER TİCARET A.Ş.

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 March 29, 2019, Friday at 15:00, 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.

#### A. SCOPE OF REPRESENTATIVE POWER

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 on proposals of the attorney partnership management.
- The attorney is authorized to vote in accordance with the following instructions stated in the table.

**Instructions:** In the event that 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 formation of the Chairmanship Council.			
2. Authorizing Chairmanship Council for signing the General Assembly minutes.			
3. Reading and discussion of the Board of Directors Activity Report for the year 2018.			
4. Reading of the Independent External Audit Report summary regarding the activities and accounts for the year 2018.			
5. Reading, discussion and approval of the Financial Statements dated December 31, 2018.			
6. Release of the members of the Board of Directors severally with regard to the 2018 activities			
7. Accepting, accepting by amendment or declining the proposition of distribution of the dividend of 2018			
8. Approval of the nomination of the Independent Audit Company conducted by the Board of Directors pursuant to the Turkish Commercial Code and the regulations of the Capital Markets Board,			
9. Informing the General Assembly on the donations and aids which were provided by the Company in 2018 and determining the upper limit of donation to be made in the year 2019.			

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10. Informing the shareholders regarding the collaterals, pledges and mortgages put by the Company in favor of third persons and the revenues and benefits gained by the Company.			
11. Authorization of the members of the Board of Directors pursuant to Articles 395 and 396 of the Turkish Commercial Code.			
12. Wishes, requests and closing.			

**(\*) 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 rights of minority:**

- The attorney is authorized to vote according to his/her opinion.
- The attorney is not authorized to vote in these matters.
- 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.

**B) 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:**

- Order / Serial (\*) :
- Number / Group (\*\*)
- Amount-Nominal Value
- Share with voting power or not
- Bearer-Registered (\*)
- 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 MKK (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