



ŞOK MARKETLER TİCARET A.Ş.

16 MAY 2024
2023 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 2023 ORDINARY GENERAL ASSEMBLY MEETING FROM THE BOARD OF DIRECTORS

Dear Shareholders,

The Ordinary General Assembly Meeting of our Company will be held on **16.05.2024 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 2023 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.

ŞOK MARKETLER TİCARET A.Ş.

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



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 2023 fiscal year,
4. Reading of the Independent Auditor's Report summary for the 2023 fiscal year,
5. Discussion and approval of the consolidated financial statements for the 2023 fiscal year,
6. Discussion and resolve the acquittal of the members of the Board of Directors separately for the activities and transactions of the 2023 fiscal year,
7. Election of the new members of the Board of Directors and determination of their term of office and the salary,
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 2024 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 2023 and discussion and determining the upper limit for donations and aids proposed by the Board of Directors to be made for the period 01/01/2024 – 31/12/2024,
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 Communique on Corporate Governance (II-17.1) and the Communique 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
Other	274.939.680,73	46,35	46,35
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 01.01.2023-31.12.2023.

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 2023, the salary of the members of the Board of Directors and the election of the new members of the Board of Directors will be submitted to the approval of our shareholders.

Board Member Nominees' Resumes are included in Appendix 2.

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 16 MAY 2024

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 2023 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 01.01.2023–31.12.2023 which is available at the Headquarters of our Company, on the corporate website IR section 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 2023 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 2023 which is available at the Headquarters of our Company, on the corporate website IR section 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 2023 fiscal year,

Within the framework of the provisions of the Turkish Commercial Code and the Regulation, the consolidated financial statements for the year 2023 which is available at the Headquarters of our Company, on the corporate website IR section 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 2023 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 2023 fiscal year will be submitted for the approval of our shareholders.

7. Election of the new members of the Board of Directors and determination of their term of office and the salary,

The terms of office of the members of the Board of Directors of our company expire as of the Ordinary General Assembly Meeting dated 16 May 2024. Accordingly, in accordance with the provisions TCC and Article 10 of our Company's Articles of Association, the new Members of the Board of Directors will be elected and submitted for the approval of our shareholders at the Ordinary General Assembly Meeting dated 16 May 2024. Board Member Nominees' Resumes are included in Appendix 2

The salary of the members of the Board of Directors for 2024 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 16.04.2024 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 1,500,000,000 ("gross"), and TL 1,350,000,000 ("net"), corresponding to 252.82745% gross and 227.54471% net of the "Paid-in Capital", from the net distributable profit for the 2023 accounting period of TL 4,474,686,919.81 calculated according to the consolidated financial statements prepared in accordance with the capital markets legislation, "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 will be distributed in 2 installments; The first installment of 1,000,000,000 TL will be distributed as of 01 July 2024, and the second installment of 500,000,000 TL will be distributed as of 01 October 2024,
- Of the TL 1,500,000,000 TL ("gross") dividend to be distributed, TL 691,927,563.56 from the net distributable profit for the period calculated in accordance with VUK legal records and tax legislation, TL 691,005,726 from retained earnings, TL 12,327,403 from extraordinary reserves and TL 104.739.307 from other distributable reserves in accordance with the laws and the articles of association,
- 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 2,762,794,960.85 in the "Retained Earnings or Accumulated Losses" account.
- It has been decided that the dividend distribution proposal will be submitted to the approval of our shareholders at the first General Assembly Meeting.



9. Discussion and resolve the proposal of the Board of Directors regarding the selection of an independent external auditor for the auditing of the 2024 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 2024 financial statements in accordance with the opinion of our Company's Audit Committee and as pursuant to the regulations of the CMB 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 2023 and discussion and determining the upper limit for donations and aids proposed by the Board of Directors to be made for the period 01/01/2024 – 31/12/2024,

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 64.858.409 donations and aids in 2023. The board proposal regarding to determine an upper limit for donations, in accordance with our Company's Donation Policy 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.

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, 2023 - December 31, 2023.

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 **16.05.2024** 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 company 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 2023 fiscal year,			
4) Reading of the Independent Auditor's Report summary for the 2023 fiscal year,			
5) Discussion and approval of the consolidated financial statements for the 2023 fiscal year			
6) Discussion and resolve the acquittal of the members of the Board of Directors separately for the activities and transactions of the 2023 fiscal year,			
7) Election of the new members of the Board of Directors and determination of their term of office and the salary,			
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 2024 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 2023 and discussion and determining the upper limit for donations			

ŞOK MARKETLER TİCARET A.Ş.

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



and aids proposed by the Board of Directors to be made for the period 01/01/2024 – 31/12/2024,			
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: Board Member Nominees' Resumes

CENGİZ SOLAKOĞLU

Chairman of the Board of Directors

Cengiz Solakoğlu graduated from the Istanbul Academy of Economics and Business Studies (now Marmara University) in 1964 and started his professional career in sales at Beko Ticaret A.Ş. in 1967. In 1977, he was appointed General Manager at the same company. In 1983, Solakoğlu was appointed General Manager of the Atılım Company under the Koç Group. During his eight-year tenure, he pioneered efforts to restructure and strengthen Arçelik's "Authorized Dealer System." Solakoğlu took office as Vice Chairman of Koç Holding Consumer Goods Group in 1991, and then as Chairman of the same group in 1994. Also serving as a member of the Executive Committee of Koç Group between 1996 and 1998, he was appointed Chairman of Koç Holding Consumer Durables Group in 2002. After 38 years of continuous service, Solakoğlu retired from the Group in 2004, due to the Group policy of mandatory retirement at the age of 60. Cengiz Solakoğlu is Member of the Board of Directors and chairs the Board of Şok Marketler A.Ş., a retail company of Yıldız Holding, as well as Bizim Toptan. Cengiz Solakoğlu is among the founders of the Educational Volunteers Foundation of Turkey (TEGV) and the 1907 Fenerbahçe Association. He was named a Leader of Civil Society by the Ekonomist magazine in 2003.

ALİ ÜLKER

Vice Chairman of the Board of Directors

Ali Ülker was born in 1969. Following his education at Istanbul Erkek Lisesi he graduated from the Business Administration Department of the Faculty of Economics and Administrative Sciences at Boğaziçi University, Istanbul. Having participated at different education programs at IMD, INSEAD, Wharton, and Harvard, Ali Ülker worked in the Internal Kaizen Project at De Boccard & Yorke Consultancy (1992) and in IESC Sales System Development and Internal Organization Project (1997).

Ali Ülker started his career in 1985 as an intern in the quality control department of Ülker Gıda. From 1986 to 1998 he worked at chocolate production facilities and at Atlas Gıda Pazarlama in positions including intern, sales manager, sales coordinator, product group coordinator, and product group director. In 1998 Mr. Ülker became General Director of Atlas Gıda Pazarlama, in 2000 Vice President of Retail Group, and in 2001 General Manager of Merkez Gıda Pazarlama A.Ş. In 2002, he was appointed as Vice Chairman of the Food Group, and in 2005 as Chairman of the Ülker Group. In 2011 he started serving as Vice Chairman of the Yıldız Holding Board of Directors, and as of January 29, 2020, he became the Chairman of the Yıldız Holding. He is also serving as the Chairman of the Board of Directors of Yıldız International Food Investments Inc., which was established in December 2023.

Having deep expertise and experience in marketing and sales, Ali Ülker is especially interested in innovation and supports teams working on this within the Group. He enjoys mentoring young people, and loves being outdoors and in nature and doing sports. Fluent in English and German, Ali Ülker is married with three children.



MURAT ÜLKER

Board Member

Born in 1959, Murat Ülker graduated from the Management Department of the School of Administrative Sciences at Boğaziçi University, Istanbul.

Mr. Ülker studied sector-specific subjects at international schools such as the American Institute of Baking (AIB) and Zentralfachschule der Deutschen Süßwarenwirtschaft (ZDS), serving an internship at American company Continental Baking. In three years, Murat Ülker visited nearly 60 biscuit, chocolate and food factories in the United States and Europe. He also worked on various projects for the International Executive Service Corps (IESC).

Mr. Ülker joined the Group in 1984 as a Control Coordinator. Over the following years, he assumed the roles of Assistant General Manager, and then General Director. As a member of the Executive Committee and a Board Member of various companies in the Group, he led a series of cornerstone investments based on the “Vertical Integration” model.

In 2000, Mr. Ülker became Chairman of the Executive Committee, serving as Chairman for eight years. In 2008 he became Chairman of the Board of Directors. As of January 29, 2020, Mr. Ülker continues to take an active role in companies affiliated to the holding as a Member of the Board, and his role as the Chairman of the Board of Directors at pladis and Godiva.

Murat Ülker enjoys sailing and traveling with his wife and three children. He is also known for his interest in modern art and Islamic calligraphy.

MEHMET TÜTÜNCÜ

Board Member

Mehmet Tütüncü completed his bachelor’s degree at Gazi University, Department of Mechanical Engineering, and his master’s degree at Maltepe University, Department of Industrial and Organizational Psychology. He attended training on Production, Quality Control and Maintenance Practices in Italy for six months with an IRI scholarship. He has certificates in various fields, including Strategic Marketing from Harvard Business School, and from IMD/Switzerland and Insead/Singapore.

Starting his career as a Domestic Industry Specialist at the Ministry of Industry and Trade in 1981, Mehmet Tütüncü worked as Production Manager, Operations Manager and General Manager at Best Rothmans Entegre Sigara ve Tütün Sanayi A.Ş. between 1987 and 1996. He started his first duty within Yıldız Holding as Business Coordinator at Ülker Gıda A.Ş. in 1996. Then he served as General Manager of Ülker Biscuits and Chocolate Plants, Vice President of Ülker Group, President of Food and Beverage Group, President of Food Group and President of Ülker International Group. In 2016, he was appointed as the Regional CEO responsible for Turkey, Middle East, North Africa and Central Asia at the pladis organization established within Yıldız Holding. In 2017, Tütüncü continued his duties as Deputy CEO, taking responsibility for the South Asia and Latin America regions and pladis Global Information Systems and Business Models Transformation. Since October 2018, he has been serving as Deputy Chairman of the Board of Directors and CEO of Yıldız Holding. Tütüncü is a member of the Board of Directors of TÜGİS, as well as member of many Turkish and foreign sectoral organizations.



YAHYA ÜLKER **Board Member**

Having graduated from Koç University Department of Business Administration in 2016, Yahya Ülker worked at various organizations operating in banking and biscuit production in London and Switzerland upon completing his undergraduate studies.

After starting his career at Yıldız Holding in 2018, Yahya Ülker worked at the Holding's innovation company, Northstar Innovation, and played an active role in implementing the Holding's innovation projects devised as an investment into the future through university-industry collaborations during his tenure.

Since 2019, he has led the teams of Yıldız Ventures, an organization he founded, working to incubate in-house start-ups in industries that would add value to the Holding's strategy and to support the entrepreneurship ecosystem. Fulfilling his duties as Yıldız Holding Transformation and Technology Leader, Yahya Ülker also acts as the E-Commerce Leader for ŞOK Marketler, one of Türkiye's leading retail brands.

He is a founding member of Q Angels, which is a part of the angel investor network in Türkiye. In addition to being a Startup Mentor at Endeavor Türkiye and a member of the Digital Technologies Business Council at DEİK (Foreign Economic Relations Board), Yahya Ülker is a recently recent Board Member of the Yenibirliçer Association.

MEHMET TAYFUN ÖKTEM **Independent Board Member**

Tayfun Öktem, who graduated from Darüşşafaka High School with honors in 1982, studied in the USA for one academic year with AFS cultural exchange programs in 1980-81.

He graduated from Boğaziçi University, Department of Business Administration as an honor student in 1986. In 1988, he received his master's degree from the University of Minnesota (UMD), where he studied with a full scholarship.

Öktem, who also has a Strategic Marketing Management certificate from Harvard Business School, has worked as a senior professional manager, CEO and Board Member with global responsibility in international and multinational companies such as Unilever, ReckittBenckiser, Ülker International, Alliance Healthcare, both at home and abroad (London, Prague, Riyadh, Copenhagen).

After serving as an Independent Board Member within Nokia Turkey (Alcatel-Lucent Teletaş A.Ş.) for 2 terms between 2012-18, he served as the Chairman of the Board of Darüşşafaka Society for a period between 2019-22. During his membership on the Board of Directors, Öktem took an active role, especially in the Corporate Governance, Risk, Donation/Fundraising & Communication commissions. He is a member of the Darüşşafaka Society High Advisory Board.

He graduated from Anadolu University, Department of Cookery, within the scope of the "2nd University Program" in 2020. Öktem is married and has a child and speaks English and German.



FATMA PINAR ILGAZ **Independent Board Member**

Fatma Pinar Ilgaz graduated from Izmir Bornova Anatolian High School in 1983 and from the Faculty of Administrative Sciences, Department of Public Administration of Boğaziçi University in 1988. In 1989, she started her career in banking and continued as Assistant Finance Manager in the financial leasing sector. Since 1995, she works at the ARGE Consultancy department. She continues to provide management consultancy in various projects as a Managing Partner at ARGE Consultancy.

Within the scope of her expertise areas such as Strategic Assessment and Performance Improvement Projects, Institutionalization, Corporate Governance Structures and Sustainability Strategies, Integrated Thinking and Reporting, and Human Resources areas under ARGE Consultancy, Ms. Ilgaz has conducted management consultancy projects for more than 100 institutions and companies of different magnitudes and in different sectors. She serves at the Advisory Board of a food industry company with production and global sales activities.

She is Managing Partner at ARGE Consultancy (www.arge.com), Vice Chairwoman of the Board of Directors of the Argüden Governance Academy Foundation (www.argudenacademy.org), Chairwoman of the Board of Directors of the Association of Private Sector Volunteers (OSGD-www.osgd.org), Member of the Sustainability Committee of the Association of Women at the Board of Directors. She is an Independent Board Member of Ülker Bisküvi and Penta Teknoloji.

She was chosen for the “More Women on Boards” program and, along with 40 female managers in the first group selected in Turkey, successfully completed training courses: these included preparations for becoming an independent member of the boards of directors, information, and mentor referrals.

Ms. Ilgaz has co-authored books on Corporate Governance Models, Change Management, Sustainable Success Model, and Management of Volunteer Organizations.

AYTAÇ SANİYE MUTLUGÜLLER **Independent Board Member**

Aytaç Saniye Mutlugüller obtained her undergraduate degree in Business Administration from Boğaziçi University and spent most of her professional life at the Şişecam Group, which operates in all fields of glass with production plants in 16 countries. She began her professional life as an assistant specialist for finance and then was directly involved in the domestic and overseas growth of the Group that adopted a centralized financial management style. Ms. Mutlugüller supported the development of a robust financial structure and played an active role as manager in the first-time implementation of various financial products. She represented the Group in several conferences as a speaker, in addition to her representative duties for foreign and domestic shareholders. After she retired as the Vice President for Finance, she served the Boards of four companies under the Group, provided advisory, and supported the implementation of different projects.

Aytaç Saniye Mutlugüller is an Independent Board Member at ŞOK Marketler and at the same time Independent Member of the Board of Directors at Gözde Girişim Sermayesi Yatırım Ortaklığı A.Ş. and Penta Teknoloji Ürünleri Dağıtım Ticaret A.Ş.



Annex-3: Dividend Distribution Table

ŞOK MARKETLER TİCARET A.Ş. 31.12.2023 DIVIDEND DISTRIBUTION TABLE (TL)

1. Paid-in-Capital / Issued Capital		593.290.008,00
2. General Legal Reserves (according to statutory records)		68.467.306,30
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	5.897.771.535,00	1.217.380.754,59
4. Taxes (-)	-1.451.525.784,00	-489.035.950,84
5. Net Profit / (Loss) for the Period	4.446.245.751,00	728.344.803,75
6. Prior Years' Losses (-)	0,00	0,00
7. General Legal Reserves (-)	36.417.240,19	36.417.240,19
8. Net Distributable Profit / (Loss) for The Period	4.409.828.510,81	691.927.563,56
9. Donations Made During the Year (+)	64.858.409,00	
10. Net Distributable Profit / (Loss) for The Period Including Donations	4.474.686.919,81	
11. First Dividend to Shareholders	1.500.000.000,00	691.927.563,56
- Cash	1.500.000.000,00	691.927.563,56
- Stock	0,00	0,00
12. Dividends Distributed to Owners of Privileged Shares	1.500.000.000,00	691.927.563,56
13. Other Dividends Distributed	0,00	0,00
- To the Members of the Board of Directors	0,00	0,00
- To the Employees	0,00	0,00
- To None Shareholders	0,00	0,00
14. Dividends Distributed to Owners of Redeemed Shares	0,00	0,00
15. Second Dividend to Shareholders	0,00	0,00
16. General Legal Reserves	147.033.549,96	147.033.549,96
17. Statutory Reserves	0,00	0,00
18. Special Reserves	0,00	0,00
19. Extraordinary Reserves	2.762.794.960,85	0,00
20. Other Distributable Reserves		808.072.436,44
- Retained Earnings		691.005.726,45
- Extraordinary Reserves		12.327.402,75
- Other Distributable Reserves According to Law and Articles of Association		104739307,24

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	-	1.500.000.000,00	0,00	33,52%	2,528275	252,8275
Net	-	1.350.000.000,00	0,00	30,17%	2,275447	227,5447
Total	-	1.500.000.000,00	0,00	33,52%	2,528275	252,8275

ŞOK MARKETLER TİCARET A.Ş.

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