



## **ŞOK MARKETLER TİCARET A.Ş.**

### **INVITATION TO 2021 ORDINARY GENERAL ASSEMBLY MEETING FROM THE BOARD OF DIRECTORS**

**Dear Shareholders,**

The Ordinary General Assembly Meeting of our Company will be held on **12/05/2022 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 2021 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](http://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](http://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](http://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.

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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.

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.

### **ŞOK MARKETLER TİCARET A.Ş. 2021 GENERAL ASSEMBLY MEETING 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 2021 fiscal year,
4. Reading of the Independent Auditor's Report summary for the 2021 fiscal year,
5. Discussion and approval of the consolidated financial statements for the 2021 fiscal year,
6. Discussion and resolve the acquittal of the members of the Board of Directors separately for the activities and transactions of the 2021 fiscal year,
7. Discussion and determination of the salary and benefits like attendance fee, premium and bonus of the members of the Board of Directors,
8. Discussion and resolve to reduce the issued capital of our Company, from TL 611,928,571, to TL 593,290,008 by being redeemed the shares,
9. Discussion and resolve the amendment of Article 6, "Share Capital" of the Articles of Association of the Company in relation with the extension of the existing "Registered Capital Ceiling" and reducing the issued capital, including the permits of the Capital Markets Board, and T.R. Ministry of Trade,
10. Discussion and determination of the dividend distribution proposal prepared by the Board of Directors,
11. Discussion and resolve the proposal of the Board of Directors regarding the selection of an independent external auditor for the auditing of the 2022 fiscal year accounts and transactions in accordance with the Turkish Commercial Code and Capital Markets legislation,

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12. 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 01/01/2022 – 31/12/2022,
13. 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 in accordance with the regulations of the Capital Markets Board,
14. 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,
15. Wishes, requests and closing,



## 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 **12/05/2022 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.

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 2021 fiscal year,			
4) Reading of the Independent Auditor's Report summary for the 2021 fiscal year,			
5) Discussion and approval of the consolidated financial statements for the 2021 fiscal year,			
6) Discussion and resolve the acquittal of the members of the Board of Directors separately for the activities and transactions of the 2021 fiscal year,			
7) Discussion and determination of the salary and benefits like attendance fee, premium and bonus of the members of the Board of Directors,			
8) Discussion and resolve to reduce the issued capital of our Company, from TL 611,928,571, to TL 593,290,008 by being redeemed the shares,			
9) Discussion and resolve the amendment of Article 6, "Share Capital" of the Articles of Association of the Company in relation with the extension of the existing "Registered Capital Ceiling" and			

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reducing the issued capital, including the permits of the Capital Markets Board, and T.R. Ministry of Trade,			
10) Discussion and determination of the dividend distribution proposal prepared by the Board of Directors,			
11) Discussion and resolve the proposal of the Board of Directors regarding the selection of an independent external auditor for the auditing of the 2022 fiscal year accounts and transactions in accordance with the Turkish Commercial Code and Capital Markets legislation,			
12) 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 01/01/2022 – 31/12/2022,			
13) 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 in accordance with the regulations of the Capital Markets Board,			
14) 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,			
15) 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.

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:

- a. Order / 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

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\*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