

SOK MARKETLER TICARET A.Ş.
MINUTES OF THE ORDINARY GENERAL ASSEMBLY FOR THE YEAR OF 2022
DATED 06/06/2023

The Ordinary General Assembly Meeting of Şok Marketler Ticaret A.Ş. for 2022 was held on June 06, 2023 Tuesday at 14:00 at Kısıklı Mahallesi, Hanımseti Sokak, No:35 B-1 Üsküdar/İstanbul address, under the supervision of the Ministry Representative Mr.Hüseyin ÇAKMAK assigned by the letter of the Istanbul Governorship Provincial Directorate of Commerce dated 05/06/2023 and numbered 86062179.

The call for the meeting was made in due of time, as stipulated in the law and the articles of association and so as to include the agenda, at the Turkish Trade Registry Gazette dated 08/05/2023 and numbered 10826, on the Company's head office, on the Public Disclosure Platform, on the Central Registry Agency's E-Company Portal and on the Company's corporate website.

Upon examining the List of Attendants, it was understood that from the 593.290.008 shares corresponding to 593.290.008 TL capital of the Company, 317.828.898,27 shares corresponding to 317.828.898,27 TL were represented by proxy, 1 share corresponding to 1 TL was represented physically and 126.880.913 shares corresponding to 126.880.913 TL were represented by depositor representatives, thus, 444.709.812,27 shares corresponding to 444.709.812,27 TL were represented at the meeting, and thus the quorum stipulated both in the Law and the Articles of Association was present at the meeting, and Mr.Cengiz SOLAKOĞLU, Mr.Ahmet BAL, Ms.Fatma Pınar ILGAZ and Ms.Aytaç Saniye MUTLUGÜLLER from the members of the Company's Board of Directors and Independent Auditor Mr.Adnan AKAN, representing PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. that has performed the independent external audit of the financial statements of the Company for 2022, were available at the meeting and this fact was determined and stated by the Ministry Representative, and the discussions on the agenda were started.

1- The meeting was opened concurrently in the physical environment and the electronic environment. Clarification was made on the form of voting; it was explained that shareholders who are physically present at the meeting hall are required to cast their votes openly and by a show of hands, and shareholders who will use dissenting votes are required to state their dissenting votes verbally, while keeping the electronic vote counting arrangements as set forth in both the Law and the Company's Articles of Association reserved.

In order to implement Electronic General Assembly Meeting System, company personnel Ms.Ayyüce BAŞTAN has been appointed. The Ministry Representative took the floor and asked to those who attended the meeting personally and by proxy that whether there are any objections. No one objected. It was moved on to forming the Meeting Council.

Within the scope of this article; the signed proposal of Turkish Retail Investments B.V. regarding the election of Mr. Cengiz SOLAKOĞLU as the Chairman of the Meeting was read and put to the vote. As a result of voting it was unanimously resolved to elect Mr.Cengiz SOLAKOĞLU as the Meeting Chairperson. The Meeting Chairperson assigned Mr.Levent TAŞÇI as Secretary and Mr.Ismail ÖNDER as Vote Collector.

2- The authorization of the Meeting Council for signing the General Assembly Meeting minutes was put to vote, and was accepted unanimously by those who attended.

3- It was moved on to read the Board of Directors Annual Report for 2022 covering the fiscal term between 01.01.2022 and 31.12.2022. As a result of the voting on the recommendation of the Meeting Council to deem the Board of Directors Annual Report as "Read", since it has been announced on the company's website at www.sokmarket.com.tr, the Public Disclosure Platform and the E-General Assembly System of the Central Registry Agency, it was resolved to deem the 2022 Board of Directors Annual Report as read by majority vote of 443.962.992,27 affirmative votes against 707.191 dissenting votes of the attendants.

Board of Directors Annual Report regarding 2022 activity year was opened for discussion. No one took the floor.

4- The summary of the Independent Audit Report for the 2022 activity term of the company covering 01.01.2022-31.12.2022 fiscal term was read by Mr. Adnan AKAN who participated as representing PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. company.

5- It was moved on to read the 2022 consolidated financial statements of the company covering the 01.01.2022-31.12.2022 fiscal term. As a result of the voting made on the recommendation of the Meeting Chairperson to deem the Consolidated Financial Statements for 2022 fiscal term as “Read”, since they have been announced on the company's www.sokmarket.com.tr website, the Public Disclosure Platform and on the E-General Assembly System of the Central Registry Agency, and to relay them to the General Assembly as a summary, it was resolved to read the main headings of the consolidated financial statements for 2022 by majority vote of 443.962.992,27 affirmative votes against 707.191 dissenting votes of the attendants.

Mr.Ziya KAYACAN made the summary statement. The agenda item was discussed and put to vote. As a result of the voting, it was resolved to accept the 2022 activity year consolidated financial statements of the Company covering the 01.01.2022-31.12.2022 fiscal term by majority vote of 443.962.992,27 affirmative votes against 707.191 dissenting votes of the attendants.

6- It was moved on to the acquittal of the members of the Board of Directors. The acquittal of the Board of Directors' members was put to vote. The members of the Board of Directors did not exercise their rights to vote arising from the shares they hold during their acquittal. As a result of the voting, it was resolved to acquit the members of the board of directors; Mr.Cengiz SOLAKOĞLU, Mr.Ali ÜLKER, Mr.Murat ÜLKER, Mr.Mehmet TÜTÜNCÜ, Mr.Erman KALKANDELEN, Mr.Ahmet BAL, Ms.Pınar ILGAZ and Ms.Aytaç Saniye MUTLUGÜLLER for their activities and operations in 2022 fiscal term of our Company covering the 01.01.2022-31.12.2022 period by a majority vote of 443.287.667,27 affirmative votes against 1.382.516 dissenting votes of the attendants.

7- It was passed to the agenda regarding the determination of the salary and benefits like attendance fee, premium and bonus of the members of the Board of Directors including Independent Board Members.

The signed proposal of Turkish Retail Investments B.V., regarding the payment of a monthly net fee of 17.000 TL to the Chairman of the Board of Directors and each of the Independent Board Members, and non-payment to other members of the Board of Directors, which was submitted to the Chairman of the Meeting, was read. No one took the floor. The result of the voting made within the scope of the motion given to make payment to the Chairman of the Board of Directors and independent board members net 17.000 TL monthly and to not make payment to other members of the Board of Directors has been accepted by a majority vote of 370.751.504,27 affirmative votes against 73.918.679 dissenting votes of the attendants

8- The resolution of the Board of Directors, dated 04/05/2023 and numbered 2023/11, regarding the agenda item was read, and this proposal was put to the vote as there were no other suggestions and proposals.

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 300.000.000,00 TL ("gross"), and 270.000.000,00 TL ("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 2.020.025.706,92 TL 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 nondistributable amount of 322.716.737,26 TL in the "Extraordinary Reserves" account.

- To to authorize the Board of Directors within the framework of the company's cash projection, to determine the date of dividend distribution to be distributed until the end of the accounting period

has been accepted by unanimously by those who attended.

9- The suggestion of the Board of Directors dated 04.05.2023 to select “PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.” as Independent Auditor of the Company for the fiscal period of 01/01/2023-31/12/2023 as per the regulations of Turkish Commercial Code and the Capital Markets Board’s regulations has been put to vote. It has been accepted by unanimously by those who attended to elect PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. residing in BJK Plaza Suleyman Seba Caddesi No:48 B Blok Kat:9 Akaretler/Besiktas/Istanbul address, registered at Boğaziçi Kurumlar Tax Office under no. 1460022405, at Istanbul Registry of Commerce under no. 201465-0 with mersis no. 0-1460-024-0500015 as the Independent Auditor of the company for the fiscal period between 01.01.2023 and 31.12.2023.

10- The shareholders were informed on the donations and aids in the amount of total 7.873.289.89 TL in 2022.

Within the framework of Capital Markets legislation, Company’s Articles of Association and Donation Policy; in accordance with the decision of the Capital Markets Board Decision Body dated 09.02.2023 and numbered 8/174, the proposal of the Board of Directors regarding the upper limit for the donations to be made in the 01.01.2023–31.12.2023 operating year, including the 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 was read. Information was given about the places and the amount of in-kind and cash aids made due to the earthquake. The agenda item was opened for discussion. No one spoke. The proposal of the Board of Directors was put to the vote.

As a result of the voting, it was decided unanimously to accept the proposal of the Board of Directors. It has been accepted by unanimously by those who attended.

11- Within the framework of the Capital Markets Board's regulations, the 11th article of the agenda was passed on informing the shareholders about the guarantees, pledges, mortgages and sureties given by the Company and its subsidiaries in favor of third parties in 2022 and the income or benefits obtained from them. Information was given on that there are no guarantees, pledges and mortgages given by our Company in favor of 3rd parties in 2022.

12- As per the agenda item for resolving on enabling the members of the Board of Directors to carry out the businesses that are within or outside of the company's field of operation either personally or on behalf of others, and to be able to become partners in companies performing such businesses, to compete and to perform other transactions, as per Articles 395 and 396 of the Turkish Commercial Code, the matter on enabling the members of the Board of Directors to carry out the businesses that are within or outside of the company's field of operation either personally or on behalf of others, and to be able to become partners in companies performing such businesses, to compete and to perform other transactions, as per Articles 395 and 396 of the Turkish Commercial Code, was put to vote by the Meeting Chairman and it has been accepted by a majority vote of 439.341.609,27 affirmative votes against 5.122.174 dissenting votes of the attendants.

13- Following the determination of the presence of the meeting quorum sought as per the Turkish Commercial Code during the meeting by the Meeting Chairperson, the meeting was closed since there were no other matters left to be discussed on the agenda. These minutes were signed at the site of the meeting.

06.06.2023 14:22

Ministry
Representative
Hüseyin ÇAKMAK

Meeting Chairperson
**Cengiz
SOLAKOĞLU**

Secretary
Levent TAŞCI

Vote Collector
İsmail ÖNDER