

**SOK MARKETLER TICARET A.S.**  
**MINUTES OF THE EXTRAORDINARY GENERAL BOARD MEETING DATED 31.10.2019**

The 2019 Extraordinary General Board Meeting of the Company was started at 14:00 on 31.10.2019 Thursday at Kısıklı Mahallesi, Hanımseti sokak, No:35 B-1 Üsküdar/İSTANBUL address, under the supervision of the Ministry Representative Mr. Zafer KARAKOÇ assigned by the letter of Istanbul Governorship Ministry of Customs and Trade Istanbul Provincial Trade Directorate dated 30.10.2019 and numbered E- 48962024.

The call for the meeting by the members of the board of directors of the company was made in due time and as stipulated in the law and the main charter and so as to include the agenda, at the Company's registered office, the Public Disclosure Platform, the Central Registry Agency E-Company Portal, the Company's internet site and the Turkish Trade Registry Gazette dated 04.10.2019 and numbered 9923.

Upon examining the List of Attendants, it was understood that from the 611.928.571 shares corresponding to 611.928.571-TL capital of the Company, 140.010 shares corresponding to 140.010 TL were represented in person, 504.283.359,27 shares corresponding to 504.283.359,27-TL were represented by proxy and thus, 504.423.369,27 shares corresponding to 504.423.369,27-TL were represented at the meeting, and thus the quorum stipulated both in the Law and the Main Charter was available at the meeting, and Mr. Cengiz SOLAKOĞLU from the members of the Company's Board of Directors and Mr. Muratcan AKSOY, 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 2019, 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 media by the General Manager Uğur DEMİREL. Clarification was made on the mode 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 main charter reserved.

Company personnel, Ms. Sumeyra AKYUZ has been assigned to apply Electronic General Meeting System. It was moved on to forming the Meeting Council.

Mr. Cengiz SOLAKOĞLU was nominated as the Meeting Chairperson and was voted on; and as a result of the voting, it was unanimously resolved to elect Mr. Cengiz SOLAKOĞLU as the Meeting Chairperson. The Meeting Chairperson assigned Ms. Çağrı DEMİREL as Secretary and Ms. Ayyüce BAŞTAN as the Vote Collector. It was moved on to discuss the agenda following the opening speech made by the meeting chairperson Cengiz SOLAKOĞLU.

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

**3-** Discussion for determination of the number of Company Board of Directors Members and election of two new members, one of them is independent, determination of their payments and approval of the duties of Independent Member of the Board of Directors assigned within the period started.

Meeting Chairmen called the Secretary Çağrı DEMİREL to speak for reading the proposal submitted by Gözde Girişim Sermayesi Yatırım Ortaklığı A.Ş. which is one of the Company partners to the Meeting Chairmanship with the decision of the Board of Directors dated 19/08/2019 and no. 2019/19 regarding the agenda item. Offer of the board of directors and the proposal has been read. Discussed. No one took the floor.

Within the frame of the offer of the Company Board of Directors and the submitted proposal; as per articles 395 and 396 of Turkish Trade Code, permission for determining the number of members of the company board of directors as 8 and within this scope, for continuing the duties of the current members of the Board of Directors, for electing Mr. Murat ÜLKER as the member of the board of directors and Ms. Aytac Saniye MUTLUGULLER whose candidacy was approved by CMB as independent member of the board of directors to serve for the term of office of the current Members of the Board of Directors and not paying a fee to Mr. Murat ÜLKER and for paying TL5.000 to independent member of the board of directors Ms. Aytac Saniye MUTLUGULLER and for the matters of carrying out activities within or outside of the activity subject of the company personally or on behalf of others and becoming a partner of the companies which carry out these kinds of businesses, for competition and for carrying out other processes by these members of the board of directors was put to vote by the Meeting Chairman and it was resolved to allow it by a majority vote of 353.354.635,27 votes in favor against 151.068.734 dissenting votes of the attendants.

Within the scope of this article, Meeting Chairman caused the decision regarding election of Pınar ILGAZ to the membership of the board of directors emptied by the resignation of Ms. Ceyda AYDEDE by the decision of the Board of Directors dated 30.04.2019 and no. 2019/14 within the frame of article 363 of TTK and capital market legislation read. Submitted for approval. As a result of the voting, the present matter was approved with the majority of the votes with 353.354.635,27 positive votes against 151.068.734 negative votes.

4- Following the determination of the presence of the meeting quorum sought as per the Turkish Trade Law 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.  
31.10.2019 14:15

Ministry Representative  
**Zafer KARAKOÇ**

Meeting Chairperson  
**Cengiz SOLAKOĞLU**

Minutes Clerk  
**Çağrı DEMİREL**

Vote Collector  
**Ayyüce BAŞTAN**