

**ŞOK MARKETLER TİCARET A.Ş.**  
**MINUTES OF THE ORDINARY GENERAL BOARD MEETING DATED 29.03.2019**

The 2018 Ordinary General Board Meeting of the Company was started at 15:00 on 29.03.2019 Friday at Kısıklı Mahallesi, Hanımseti sokak, No:35 B-1 Üsküdar/İSTANBUL address, under the supervision of the Ministry Representative Mr. Yılmaz Akbaş assigned by the letter of Istanbul Governorship Ministry of Customs and Trade Istanbul Provincial Trade Directorate dated 28.03.2019 and numbered 43004921

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 08.03.2019 and numbered 9783

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, 10 shares corresponding to 10 TL were represented in person, 461.257.336,27 shares corresponding to 461.257.336,27 00-TL were represented by proxy and thus, 461.257.346,27, shares corresponding to 461.257.346,27 00-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. Murat Türkan, representing DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş that has performed the independent external audit of the financial statements of the Company for 2018, 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.

The Company staff Ayyüce BAŞTAN was assigned to operate the Electronic General Board System. The Ministry Representative took the floor and asked whether there are any objections to those who attended the meeting in person and by proxy. No one objected. 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 Yüksel GÖK as the Minutes Clerk and Levent TAŞÇI 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-** It was moved on to read the Board of Directors Activity Report for 2018 covering the fiscal term dated 01.01.2018 - 31.12.2018. As a result of the voting on the recommendation of the Meeting Council to deem the Board of Directors Activity Report as "Read", since it has been announced on the company's website at [www.sokmarket.com.tr](http://www.sokmarket.com.tr), the Public Disclosure Platform and the E-Company System of the Central Registry Agency, and to relay it as a summary to the General Board, it was unanimously resolved to deem the 2018 Board of Directors Activity Report as read.

Mr. Ziya KAYACAN made a statement on the 2018 activities and accounts of the company and presented a summary of the 2018 Board of Directors Activity Report. The 2018 Board of Directors Activity Report was opened to discussion. No one took the floor.

**4-** The summary of the Independent Audit Company for the 2018 activity term of the company covering the 01.01.2018-31.12.2018 fiscal term was read by Mr. Murat Turkkan who participated as representing DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. company

**5-** It was moved on to read the 2018 Balance Sheet and Income Statements of the company covering the 01.2018-31.12.2018 fiscal term. As a result of the voting made on the recommendation of the Meeting Chairperson to deem the Financial Statements for 2018 fiscal term as having been read, since they have been announced on the company's [www.sokmarket.com.tr](http://www.sokmarket.com.tr) Internet address, the Public Disclosure Platform and on the E-General Board System of the Central Registry Agency, and to relay them to the General Board as a summary, it was unanimously resolved by the attendants to read the main headings of the balance sheet and income statement for 2018.

Mr. Ziya KAYACAN made the statement. The agenda item was discussed and put to vote. As a result of the voting, it was unanimously resolved to accept the 2018 activity year financial statement of the Company covering the 01.01.2018 – 31.12.2018 fiscal term.

**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 made voting, it was unanimously resolved by the attendants to acquit the members of the board of directors; Mr. Cengiz SOLAKOĞLU, Mr. Mustafa Yaşar SERDENGEÇTİ, Mr. Ali ÜLKER, Mr. Erman KALKANDELEN, Mr.Ceyda AYDEDE, and Mr. Ahmet BAL for their activities and operations in 2018, during the 2018 fiscal term of our Company covering the 01.01.2018-31.12.2018 period.

**7-** It was moved on to Item 7 of the Agenda. The 2018 dividend distribution of the Board of Directors dated 06.03.2019 was read; no one took the floor and it was put to vote.

Since a net distributable profit did not emerge because our Company has a net term loss in the financial statements prepared in compliance with the Tax Procedure Law as of 31/12/2018 and accumulated losses, it was unanimously resolved by the attendants to accept the proposal of the Board of Directors on not making dividend distribution for 2018.

**8-** The proposal of the Board of Directors to elect "PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of PricewaterhouseCoopers)" as the Company's Independent Auditor for the 01.01.2019 – 31.12.2019 fiscal term, as per the regulations of the Turkish Trade Law and the Capital Markets Law, dated 26.03.2019 and numbered 2019-09 was put to vote. It was resolved to elect PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of PricewaterhouseCoopers) and the Company's Independent Auditor for the 01.01.2019– 31.12.2019 fiscal term by a majority vote of 338.966.362,27 votes in favor against 122.290.984 dissenting votes of the attendants.

**9-** The shareholders were briefed on the donations and aids totaling 1.175.802 TL in 2018. Within the scope of the donation policy of the Company accepted by the resolution of the Board of Directors dated 09.03.2018 and numbered 2018/13, the proposal to determine the upper limit for the donations that will be made in the 01.01.2019–31.12.2019 fiscal term as 0,2% (two in thousand) of the net sales amount in the consolidated financial statements of our Company for the previous activity year, disclosed to the public as per the regulations of the Capital Markets Law was put to vote and it was unanimously resolved by the attendants

**10-** Information was given on that there are no guarantees, pledges and mortgages given by our Company to the benefit of 3<sup>rd</sup> parties in 2018.

**11-** 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 Trade Law,

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 Trade Law, was put to vote and it was resolved to allow it by a majority vote of 432.685.556,27 votes in favor against 28.571.790 dissenting votes of the attendants.

**12-** 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.

29.03.2019 15:25

Ministry Representative  
**Yılmaz AKBAŞ**

Meeting Chairperson  
**Cengiz SOLAKOĞLU**

Minutes Clerk  
**Yüksel GÖK**

Vote Collector  
**Levent TAŞÇI**