

SOK MARKETLER TICARET A.Ş.
MINUTES OF THE ORDINARY GENERAL ASSEMBLY FOR THE YEAR OF 2021
DATED 12/05/2022

The Ordinary General Assembly Meeting of Şok Marketler Ticaret A.Ş. for 2021 was held on May 12, 2022 Thursday at 14:00 at Kısıklı Mahallesi, Hanımseti sokak, No:35 B-1 Üsküdar/İstanbul address, under the supervision of the Ministry Representative Ms. Nuran DEVRİM assigned by the letter of the Republic of Turkey Ministry of Commerce Istanbul Provincial Directorate of Commerce dated 11/05/2022 and numbered 74559363.

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 12/04/2022 and numbered 10557, 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 611.928.571 shares corresponding to 611.928.571 TL capital of the Company, 317.828.898,27 shares corresponding to 317.828.898,27 TL were represented by proxy, 8.941 shares corresponding to 8.941 TL were represented physically and 151.422.652 shares corresponding to 151.422.652 TL were represented by depositor representatives, thus, 469.260.491,27 shares corresponding to 469.260.491,27 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 2021, 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.

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 Mr. Levent TASCI as Secretary and Mr. İsmail ONDER as 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 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 2021 covering the fiscal term between 01.01.2021 and 31.12.2021. 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-Company Portal of the Central Registry Agency, it was resolved to deem the 2021 Board of Directors Annual Report as read by majority vote of 469.106.653,27 affirmative votes against 153.838 dissenting votes of the attendants.

Board of Directors Annual Report regarding 2021 activity year was opened for discussion. No one took the floor.

4- The summary of the Independent Audit Report for the 2021 activity term of the company covering 01.01.2021-31.12.2021 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 2021 consolidated financial statements of the company covering the 01.01.2021-31.12.2021 fiscal term. As a result of the voting made on the recommendation of the Meeting Chairperson to deem the Consolidated Financial Statements for 2021 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 2021 by majority vote of 469.106.653,27 affirmative votes against 153.838 dissenting votes of the attendants..

Mr. Ziya KAYACAN made the statement. The agenda item was discussed and put to vote. As a result of the voting, it was resolved to accept the 2021 activity year consolidated financial statements of the Company covering the 01.01.2021– 31.12.2021 fiscal term by majority vote of 469.106.653,27 affirmative votes against 153.838 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 TÛTÛNCÛ, Mr. Erman KALKANDELEN, Mr. Ahmet BAL, Ms. Pınar ILGAZ and Ms. Aytac Saniye MUTLUGÛLLER for their activities and operations in 2021 regarding the 2021 fiscal term of our Company covering the 01.01.2021-31.12.2021 period by a majority vote of 468.920.808,27 affirmative votes against 339.683 dissenting votes of the attendants.

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

Within the proposal regarding the monthly payment of 8.000 TL to Mr. Cengiz SOLAKOĞLU and as independent board members Mr. Ahmet BAL, Ms. Fatma Pınar ILGAZ and Ms. Aytac Saniye MUTLUGÛLLER and not making any payment to other members of the board of directors were read. No one took the floor. As a result of the voting to make payment to Mr. Cengiz SOLAKOĞLU and independent board members net 8.000 TL monthly and to not make payment to other members of the Board of Directors has been accepted by a majority vote of 391.208.288,27 affirmative votes against 78.052.203 dissenting votes of the attendants

8- It was moved on to 8th item of the agenda. According to the decision of the Board of Directors dated 10/02/2022 in order to eliminate the impact of the uncertainty on the price of our Company's shares, the uncertainty regarding how our Company will evaluate 18.638.563 shares with a nominal value of 18.638.563 TL, which corresponds to 3.05% of our company's issued capital and was repurchased within the scope of price stability transactions at the public offering stage, it has been decided to reduce the issued capital of our Company, which is 611.928.571 TL, to 593.290.008 TL by being redeemed in accordance with the capital reduction procedures that do not require a fund outflow pursuant to the 9th paragraph of the 19th article of the Capital Markets Board ("CMB") Communique on Repurchased Shares No. II-22.1 and the "Capital Decrease Report" was discussed and put to vote. As a result of the voting it was resolved unanimously by those who attended to reduce the issued capital of our Company, which is 611.928.571 TL, to 593.290.008 TL by being redeemed the shares and accept the "Capital Decrease Report".

9- It was moved on to 9th item of the agenda. The proposal given by Ziya KAYACAN regarding the amendment of Article 6 of the company's articles of association, titled "Capital" approved by the opinion of appropriateness of the Capital Markets Board dated 18.03.2022 and numbered E-29833736-110.01-18786 and the permission letter of the T.R. Ministry of Commerce, General Directorate of Domestic Trade, dated 25.03.2022 and numbered E-50035491-431.02-00073166338,

to be approved as disclosed on the Public Disclosure Platform and on the E-General Assembly System of the Central Registry Agency has been read. The proposal was put into the vote. It was decided by a majority of 352.271.658,27 affirmative votes against 116.988.833 negative votes to amend the Article 6 "Share Capital" of the Articles of Association of the Company as per the new text set forth in the appended Amendment Text.

10- It was moved on to 10th item of the agenda. Board of Director's proposal dated 07.04.2022 to not to distribute dividend for the 2021 fiscal year to further strengthen the financial structure of our Company, has been put to vote, since there are no other suggestion and offer.

Board of Director's proposal to not to distribute dividend for the 2021 fiscal year to further strengthen the financial structure of our Company has been accepted by unanimously by those who attended.

11- The suggestion of the Board of Directors dated 07.04.2022 to select "PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş." as Independent Auditor of the Company for the fiscal period of 01/01/2022 – 31/12/2022 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 01/01/2022 and 31.12.2022.

12- The shareholders were informed on the donations and aids in the amount of total 4.319.061,51 TL in 2021.

The proposal to determine the upper limit for the donations that will be made in the 01.01.2022– 31.12.2022 fiscal period as 0,2% (two per 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. It has been accepted by unanimously by those who attended.

13- Information was given on that there are no guarantees, pledges and mortgages given by our Company in favor of 3rd parties in 2021.

14- 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 unanimously by those who attended.

15- 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.

12.05.2022 14:28

Ministry Representative
Nuran DEVRİM

Meeting Chairperson
Cengiz SOLAKOĞLU

Secretary
Levent TAŞÇI

Vote Collector
İsmail ÖNDER