

# ŞOK MARKETLER TİCARET A.Ş. Notification Regarding Merger

# Notification Regarding Merger

Summary Info	Merger of our 100% Subsidiary of Teközel Gıda Temizlik Sağlık Marka Hizmetleri Sanayi ve Ticaret A.Ş. and Şok Marketler Ticaret A.Ş.
Update Notification Flag	No
Correction Notification Flag	No
Postponed Notification Flag	No

Board Decision Date	04.12.2018
Merger Model	Merger Through Acquisition
Date Of Financial Statements Base To Merger	30.09.2018
Currency Unit	TRY

Acquired Company	Trading On The Stock Exchange/Not Trading On The Stock Exchange	Share Exchange Rate	Group of Share To Be Distributed To Acquired Company Shareholders	Form of Share To Be Distributed To Acquired Company Shareholders
Teközel Gıda Temizlik Sağlık Marka Hizmetleri Sanayi ve Ticaret A.Ş.	Not Trading On The Stock Exchange			

Share Group Info	Paid In Capital	Amount Of Capital To Be Increased Due To The Acquisition (TL)	Capital To Be Decreased (TL)	Target Capital	New Shares To Be Given Due To Merger
ODAK Grubu, İşlem Görmüyor, TRESOKM00014	144.000.000	0	0	144.000.000	
SOKM, TRESOKM00022	467.928.571	0	0	467.928.571	

	Paid In Capital	Amount Of Capital To Be Increased Due To The Acquisition (TL)	Capital To Be Decreased (TL)	Target Capital
TOTAL	611.928.571 TL	0 TL	0 TL	611.928.571 TL

## Additional Explanations

At Şok Marketler Board of Directors' meeting dated December 4, 2018, it was resolved that;

1- Our 100% subsidiary Teközel Gıda Temizlik Sağlık Marka Hizmetleri Sanayi ve Ticaret A.Ş. will be merged with our company through the transfer of Teközel's assets and liabilities as a whole pursuant to the Capital Market Board Communique on Merger and Demerger numbered II-23.2 and the other relevant legislation as well as Articles 155 of the Turkish Commercial Code numbered 6102 and Articles 17 and 20 of the Corporate Tax Law which regulate transfer of corporations,

2- The merger would be performed on the base of financial statements dated 30/09/2018 of the parties,

3- The Independent Audit Report and Merger report stated in the 13/2 article Capital Market Board Communiqué on Merger and Demerger numbered II-23.2 and Article 147 of the Turkish Commercial Code will not be prepared in order to the merger will be carried out by the way of "simplified merger process" as set out under Article 13 of the Capital Market Board Communiqué on Merger and Demerger numbered II-23.2. There is also no need to obtain an Expert Institution Report within the scope of Article 13/2 of the Capital Markets Board Communiqué Nr. II-23.2 on Merger and Demerger,

4- In accordance with Article 13/2 of the Capital Markets Board Communiqué No: II-23.2, it is decided to approve the merger agreement with the resolution of the Board of Directors without submitting the agreement for the approval of the General Assembly,

5- According to Article 12 /e of the Capital Markets Board's Communiqué On Common Principles Regarding Significant Transactions and The Retirement Right numbered II-23.1, is not leading to retirement right for our shareholders,

6- There will be no change in the capital of our Company due to the merger.

7- In this context, in accordance with the Communiqué Nr. II-23.2 on Merger and Division of Capital Markets Board, it has been decided to prepare the necessary information and documents in the applications related to the announcement text, merger agreement and the merger process stipulated by the Communiqué and to apply for approval to the Capital Markets Board.

8- Following the approval and signing of the Merger Agreement by the Board of Directors, it was decided to make the necessary applications to the Capital Markets Board for the approval of the merger transaction.

This statement has been translated into English for informational purposes. In case of a discrepancy between the Turkish and the English versions of this disclosure statement, the Turkish version shall prevail.

We proclaim that our above disclosure is in conformity with the principles set down in "Material Events Communiqué" of Capital Markets Board, and it fully reflects all information coming to our knowledge on the subject matter thereof, and it is in conformity with our books, records and documents, and all reasonable efforts have been shown by our Company in order to obtain all information fully and accurately about the subject matter thereof, and we're personally liable for the disclosures.