



**ŞOK MARKETLER TİCARET A.Ş.**

**31 OCTOBER 2019  
EXTRAORDINARY GENERAL ASSEMBLY MEETING  
INFORMATION MEMORANDUM**

**ŞOK MARKETLER TİCARET A.Ş.**

Kısıklı Mah.Hanımseti Sok.No:35 B1 Üsküdar-İSTANBUL PK: 34692 Tel: (850)221 11 00



## **ŞOK MARKETLER TİCARET A.Ş.**

### **INVITATION TO EXTRAORDINARY GENERAL ASSEMBLY MEETING FROM THE BOARD OF DIRECTORS**

**Dear Shareholders,**

The Extraordinary General Assembly of our Company will be held on **31 October, 2019, on Thursday at 14:00 at Kısıklı Mahallesi Hanımseti Sok. No:35 B-1 Üsküdar/İstanbul**, at the request of the Board of Directors, to discuss and resolve the following agenda items.

The Information Note on the agenda items of Extraordinary General Assembly Meeting will be available for the review of the Distinguished Shareholders on the Company headquarters and [www.sokmarket.com.tr](http://www.sokmarket.com.tr), a URL from the Company's website, and on the Electronical General Assembly System of the Central Registry Agency at least three weeks prior to the meeting pursuant to the legal period.

In accordance with the Article 417, the Communiqué on the Procedures and Principles for the Book-keeping of Dematerialized Capital Market Instruments (II-13.1) The list of the shareholders that can be attended to the General Assembly is arranged in accordance with "the list of Shareholding" to be provided by the Central Registry Agency. The necessary information can be obtained from the Central Registry Agency and [www.mkk.com.tr](http://www.mkk.com.tr).

Pursuant to Article 415 of the Turkish Commercial Code, shareholders or their representatives who are registered in the list of attendees and who have been dematerialized within the framework of the Central Registry Agency (CRA) regulations, will be able to attend the General Assembly Meeting. It is obligatory for natural persons to show their identity and legal person representatives to present their power of attorney.

Attendees who have electronic signatures to participate the meeting electronically, may participate the meeting electronically via the Electronic General Assembly System. Shareholders, intending to vote via the Electronic General Meeting System, may obtain more information from the Central Registry Agency and from the web address of [www.mkk.com.tr](http://www.mkk.com.tr)

Shareholders, who cannot physically attend the meeting, without prejudice to the obligations and rights of shareholders who will attend electronically, shall prepare their proxies in line with the template below and published at the Company's website addressed [www.sokmarket.com.tr](http://www.sokmarket.com.tr) or available in the Headquarters of the Company. Shareholders shall submit their proxies including their notarized signatures, in accordance with the "Communiqué Regarding Proxy Voting and Call Based Proxy Meetings" numbered II-30.1 that became effective by being published at the Official Gazette dated 24.12.2014 and numbered 28861.

In accordance with the Article 415, Clause 4 of the New Turkish Commercial Code no. 6102 and the Article 30, Clause 1 of the Capital Markets Law no. 6362, the blockage of the share certificates will not be laid down as a condition for the right to attend and vote in the General Assembly. Within this respect, if our shareholders demand to attend in the General Shareholders' Meeting, there is no need for them to block their shares.

The agenda items shall be voted explicitly and by raising hands in the extraordinary General Assembly in addition to electronic voting.

We request the attendance of our shareholders.

Regards

**Şok Marketler Ticaret A.Ş.**

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**ŞOK MARKETLER TİCARET A.Ş.**  
**EXTRAORDINARY GENERAL ASSEMBLY AGENDA**

1. Opening and formation of the Chairmanship Council.
2. Authorizing Chairmanship Council for signing the General Assembly minutes.
3. Determining the number of board members. In addition to the existing Board of Directors, approval of election of new two board members, one of which is independent Board Member along with the appropriate opinion of Capital Markets Board and determination of task period and remuneration of new members. And approval of the appointment of one Independent Board Member in place of the resigned Independent Board Member during the term.
4. Wishes, requests and closing.



## ADDITIONAL DISCLOSURES PURSUANT TO THE REGULATIONS OF THE CAPITAL MARKET BOARD

Of the additional disclosures which must be done pursuant to the “Communiqué on the Principles to be complied with Joint Stock Companies being subject to the Capital Markets Law”, Serial IV, No. 41, and the “Communiqué Concerning the Establishment and Implementation of the Corporate Governance Principles”, (II-17.1)” of the Capital Markets Board, the ones which are related with the issues in the agenda are made in the item of agenda below and the general disclosures are made in this section for your information.

### 1.3.1.a Total number of shares and voting rights reflecting the current corporate structure as of the date that the announcement and should the corporation have privileged shares, number of privileged shares and voting rights for each privileged share group and information on the feature of the privileges.

Paid in Capital of Company is 611.928.571 TL, as of the date of announcement shareholding structure of Company:

Shareholder	Amount of Shares (TL)	Share in Capital (%)	Voting Right (%)
Turkish Retail Investments B.V.	144.000.000	23,53	23,53
Gözde Girişim Sermayesi Yatırım Ortaklığı Anonim Şirketi	140.400.327,27	22,94	22,94
Templeton Strategic Emerging Markets Fund LV LDC	36.000.000	5,88	5,88
European Bank For Reconsrtruction And Development	33.950.000	5,55	5,55
Yıldız Holding Anonim Şirketi	33.428.571	5,46	5,46
Turkish Holdings LV Cooperatief U.A.	31.571.531	5,16	5,16
Other	192.578.141,73	31,47	31,47
Total	611.928.571	100,00	100,00

Each share is entitled to one vote in the Company. There are no privileged shares of our Company.

### 1.3.1.b Changes in the management and activities of the corporation and subsidiaries thereof that took place in the past accounting period or that are planned for future accounting periods, which may affect the activities of the Corporation significantly and information on the reasons for such changes.

There is no change in the management and activities of the corporation and subsidiaries during the period. Management and operational changes are announced to the public through material event disclosures, announcements and Financial Statements Footnotes, which are available on Public Disclosure Platform (KAP) <https://www.kap.org.tr/tr/sirket-bilgileri/genel/3913-sok-marketler-ticaret-a-s> and Company website <https://www.sokmarket.com.tr>



**1.3.1.c In case the general assembly meeting agenda includes dismissal, change or election of board of directors members, the grounds for their dismissal and change and with respect to the persons whose candidacy has been declared to the corporation; their curricula vitae, duties that they have conducted in the last ten years and reasons for their resignation, feature and materiality level of their relation with the corporation and its related parties, whether they are independent or not, and information on similar issues which may affect the activities of the corporation should these persons are elected as members of board of directors**

Article 3 of the agenda is the approval of the appointments of the newly appointed board member due to the vacancy in the board as per Article 363 of the TCC and determination of the number of board members according to the Articles of Association of the Company and the election of two new board members one of which is independent and determination of the terms of office and wages of new board members.

**1.3.1.ç Written requests of shareholders submitted to the Investor Relations Department for inclusion of an item into the agenda and should the board of directors have not accepted the proposals, such proposals which have not been accepted and grounds for their refusal.**

No requests of the Shareholders, the Capital Market Board or the other Public Authorities for Inclusion of Issues in the Agenda.

**1.3.1.d In case the agenda includes amendment of articles of association, relevant resolution of the board of directors and former and new versions of the articles of association.**

There is no agenda item which includes amendment of articles of association.

## **EXPLANATIONS FOR AGENDA ITEMS**

### **1. Opening and formation of the Chairmanship Council.**

#### **Explanation:**

Pursuant to the provisions of Turkish Commercial Code (TCC) and the “Regulation on the Procedures and Principles of the General Assembly Meetings of the Stock Companies and the Representatives from the Ministry of Customs and Trade to take part in these meetings”, the Presiding Board, which will chair the Meeting, will be formed.

### **2. Authorizing Chairmanship Council for signing the General Assembly minutes.**

#### **Explanation:**

Minutes of the General Assembly Meeting shall be authorized to be signed by the Presiding Board.

**3. Determining the number of board members, Approval of election of new two board members, one of which is independent Board Member, in addition to the existing Board of Directors along with the appropriate opinion of Capital Markets Board and determination of task period and remuneration. And approval of the appointment of one Independent Board Member in place of the resigned Independent Board Member during the term.**

#### **Explanation:**

Election of Ms. Pinar ILGAZ as Independent Board Member with the approval of the Capital Markets Board in place of the resigned Independent Board Member, Ms. Ceyda AYDEDE in



accordance to the Article 363 of the TCC will be submitted to the approval of the shareholders, The member's resume and Independence Statement are in Annex 2-3.

On the other hand, determination of the number of board members in accordance the articles of association of the Company and submission of the election of two new board members for the approval of shareholders. Resume and Independence Statement of independent board member candidate Aytaç Saniye MUTLUGÜLLER along with the approval of CMB are also in Annex 2-3.

#### **4. Wishes, requests and closing.**



## Annex 1: Power of Attorney

### POWER OF ATTORNEY

#### ŞOK MARKETLER TİCARET A.Ş.

I / we hereby appoint \_\_\_\_\_ as my Proxy, to represent me in accordance with my instructions stated below, to vote, to make proposals and to sign the necessary documents at the extraordinary General Assembly meeting of Şok Marketler Ticaret A.Ş. that will be held on October 31, 2019, Thursday at 14:00, at Kısıklı Mahallesi Hanımseti Sok. No:35 B-1 Üsküdar/İstanbul

The Attorney's (\*):

Name Surname/ Trade Name: TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

(\*) Foreign attorneys should submit the equivalent information mentioned above.

#### A. SCOPE OF REPRESENTATIVE POWER

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

##### 1. About the agenda items of General Assembly:

- a) The attorney is authorized to vote according to his/her opinion.  
b) The attorney is authorized to vote on proposals of the attorney partnership management. c) The attorney is authorized to vote in accordance with the following instructions stated in the table.

**Instructions:** In the event that the shareholder chooses the (c) option, the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and formation of the Chairmanship Council.			
2. Authorizing Chairmanship Council for signing the General Assembly minutes.			
3. Determining the number of board members. In addition to the existing Board of Directors, approval of election of new two board members, one of which is independent Board Member along with the appropriate opinion of Capital Markets Board and determination of task period and remuneration of new members. And approval of the appointment of one Independent Board Member in place of the resigned Independent Board Member during the term.			
4. Wishes, requests and closing.			

(\*) The issues included in the agenda of the General Assembly are itemized one by one. If the minority has another draft resolution, necessary arrangements should be made to enable them vote by proxy.

##### 2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:

- a) The attorney is authorized to vote according to his/her opinion.  
b) The attorney is not authorized to vote in these matters.  
c) The attorney is authorized to vote for agenda items in accordance with the following instructions:

**SPECIAL INSTRUCTIONS:** The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

**B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following. 1. I hereby confirm that the attorney represents the shares specified in detail as follows:**

#### ŞOK MARKETLER TİCARET A.Ş.

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- a. Order / Serial (\*) :
- b) Number / Group (\*\*)
- c) Amount-Nominal Value
- ç) Share with voting power or not
- d) Bearer-Registered (\*)
- e) Ratio of the total shares/voting rights of the shareholder

\*Such information is not required for the shares which are followed up electronically.

\*\*For the shares which are followed up electronically, information related to the group will be given instead of number.

**2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting**

**NAME SURNAME OR TITLE OF THE SHAREHOLDER (\*)**

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

Address:

(\*) Foreign attorneys should submit the equivalent information mentioned above.

SIGNATURE





## **Annex 2:CVs**

### **Pınar ILGAZ**

#### **Independent Board Member**

Graduated from Izmir Bornova Anadolu High School in 1983. Graduated from the faculty of Administrative Sciences at Bogazici University in 1988 with a degree in Public Administration.

After completing the Management Trainee programme at Emlak Bank in 1989, worked in the department of investment credit evaluation. Later, assumed the position of Financing Assistant Manager at Vakıf Financial Leasing Inc. and carried out her mission for the next 3 years. Since 1995 she is working at ARGE Consulting and currently she is carrying out her mission as a managing partner in ARGE Consulting and is taking part in various projects. Under the roof of ARGE, she has conducted management consulting projects for more than 100 different organizations in different sectors in the areas of strategic evaluation, performance enhancement, institutionalization, corporate organization & HR. She is actively providing long term consulting services for leading companies of the retail and food sectors in international retail, production, international sales and marketing. Her services for these companies are focused on areas such as governance, strategy, organization and performance management.

She has experiences in Human Resources Management, Organizational Structure & Operations, Institutionalization, Corporate Governance, Total Quality Management areas. She has been Management Board - Vice President at Argüden Governance Academy, Management Board - Vice President at Özel Sektör Gönüllüleri Derneği (Private Sector Volunteers Association), Collaboration Committee Member of Yönetim Kurulunda Kadın Derneği (Women In Management Boards association) , Social Gender Equality Workgroup Member at Tüsiad (Turkish Business Person Association), Workgroup Member at Wep's (Women Empowerment Principles – Un Women). She has been selected for the First Class Of “More Women In Management Boards” Programme with 40 other women managers and has completed the training that aims to prepare the participants for taking active role in management boards as Independent Members.

“She has made intellectual contributions to the following: Kurumsal Yönetişim Modeli (Corporate Governance Model) – Arge Publications 2007 , Gönüllü Kuruluşların Yönetimi (Management Of Volunteering Organizations) – Arge Publications 2006 , Değişim Yönetimi (Management Of Change) – Arge Publications 2004

### **Aytaç Saniye MUTLUGÜLLER**

#### **Independent Board Member**

Aytaç Saniye Mutlugüller after obtaining her undergraduate degree in Business Administration from Boğaziçi University , joined Türkiye Şişe ve Cam Fabrikaları A.Ş. (T.Ş.C.F) and several roles and positions in finance department of the company where T.S.C.F a global glass conglomerate with a turnover exceeding 3 billion USD operating in 13 countries.

The Group had adopted centralized financial management system and this enabled to observe different financial needs,risks and experience opportunities solutions in different geografies especially in emerging markets.

She actively took role in maintaining the financial strategy of expansion program of the Group both in domestic market and abroad. Financial management at Group level also empowered her to act as Pioneer at important financial products.



She represented the Group in several conferences and also run the Group's investor relations for five listed companies in İstanbul Stock Exchange.

During her employment she took role as Board Member in the Group companies mostly operating outside of Turkey. She has indept experience for Investment Companies(operating in Holland) Russia and India.

After her retirement, she was in te Board as member in HNG Float Glass Ltd( India), Şişecam Çevre Sistemleri A.Ş.(with partnership of EBRD), Anadolu Cam Yenişehir San.A.Ş.,Trakya Polatlı Cam San.A.Ş. and acted as consultant to CEO of T.S.C.F. on financial issues.

Currently she holds the Board Membership of HNG Float India.



### Annex 3: Independence Statement

#### INDEPENDENCE STATEMENT

I state that I am candidate of being an independent member in the Board of Directors of Şok Marketler Ticaret Anonim Şirketi (the "Company") within the scope of legislation, article of incorporation and the criterion determined in the Corporate Governance principles in Communiqué on Corporate Governance (II-17.1) published by Capital Markets Board. In this scope, I hereby declare that;

- a) No relationship was formed in employment, in capital or in important trading activities, either by me nor by my spouse, nor by my blood or affinity relatives up to the 3<sup>rd</sup> degree nor have I had any direct or indirect relationship with the Company, 3<sup>rd</sup> parties in relation with the Company or legal entities who have relation with shareholders of the Company having a share of 5% or more within the last five years,
- b) Within the last five years, I have not been a partner (5% or above), employed as an executive having a significant duty and responsibility, or as a member of the Board of Directors in a company, which is primarily serving as auditing (tax audit, legal audit and including any internal audit), consulting and rating the Company, which undertakes material business activities under an agreement, in the period where the services or goods have been purchased or sold,
- c) As being an independent member of the Board of Directors, I have the required professional training, knowledge and experience for undertaking the duties of the position,
- ç) I am not working full time in a governmental or public institution,
- d) I am a resident of Turkey in accordance with the Income Tax Law no 193 dated 31.12.1960,
- e) I have strong ethical standards, a professional reputation and the experience to make a positive contribution to the Company, to maintain my independency regarding conflicts between shareholders and for making independent decisions which take into account stakeholders' rights,
- f) I will be able to spend the necessary time for fulfilling the requirements of the position and monitoring processes of the activities of the Company,
- g) I have not been on the Board of the Company for more than six years within the last ten years,
- ğ) I am not independent Board member in more than three of the companies which are controlled by the Company or its controlling shareholders and in more than five companies listed on the Stock Exchange,
- h) I am not registered as a Board member elected for the legal entity.

I declare my independency in attention to the Board of Directors, General Meeting Board, shareholders and all stakeholders.

**Pınar ILGAZ**



## INDEPENDENCE STATEMENT

I state that I am candidate of being an independent member in the Board of Directors of Şok Marketler Ticaret Anonim Şirketi (the "Company") within the scope of legislation, article of incorporation and the criterion determined in the Corporate Governance principles in Communiqué on Corporate Governance (II-17.1) published by Capital Markets Board. In this scope, I hereby declare that;

- a) No relationship was formed in employment, in capital or in important trading activities, either by me nor by my spouse, nor by my blood or affinity relatives up to the 3<sup>rd</sup> degree nor have I had any direct or indirect relationship with the Company, 3<sup>rd</sup> parties in relation with the Company or legal entities who have relation with shareholders of the Company having a share of 5% or more within the last five years,
- b) Within the last five years, I have not been a partner (5% or above), employed as an executive having a significant duty and responsibility, or as a member of the Board of Directors in a company, which is primarily serving as auditing (tax audit, legal audit and including any internal audit), consulting and rating the Company, which undertakes material business activities under an agreement, in the period where the services or goods have been purchased or sold,
- c) As being an independent member of the Board of Directors, I have the required professional training, knowledge and experience for undertaking the duties of the position,
- ç) I am not working full time in a governmental or public institution,
- d) I am a resident of Turkey in accordance with the Income Tax Law no 193 dated 31.12.1960,
- e) I have strong ethical standards, a professional reputation and the experience to make a positive contribution to the Company, to maintain my independency regarding conflicts between shareholders and for making independent decisions which take into account stakeholders' rights,
- f) I will be able to spend the necessary time for fulfilling the requirements of the position and monitoring processes of the activities of the Company,
- g) I have not been on the Board of the Company for more than six years within the last ten years,
- ğ) I am not independent Board member in more than three of the companies which are controlled by the Company or its controlling shareholders and in more than five companies listed on the Stock Exchange,
- h) I am not registered as a Board member elected for the legal entity.

I declare my independency in attention to the Board of Directors, General Meeting Board, shareholders and all stakeholders.

**Aytaç Saniye MUTLUGÜLLER**

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