



## **ŞOK MARKETLER TİCARET A.Ş.**

### **INVITATION TO 2019 ORDINARY GENERAL ASSEMBLY MEETING FROM THE BOARD OF DIRECTORS**

**Dear Shareholders,**

The Ordinary General Assembly of our Company will be held on **30 March, 2020 at 15:00 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. Annual Reports of the Board of Directors, Financial Statements and Independent Audit Report, the proposal regarding the Dividend Distribution and the Corporate Governance Principles Compliance Report in the Annual Report's Appendix and The Information Note on the agenda items of 2019 Ordinary 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 Ordinary General Assembly in addition to electronic voting.

We request the attendance of our shareholders.

Regards

Şok Marketler Ticaret A.Ş.

**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.**  
**2019 GENERAL ASSEMBLY AGENDA**

1. Opening and formation of the Chairmanship Council.
2. Authorizing Chairmanship Council for signing the General Assembly minutes.
3. Reading and discussion of the Board of Directors Activity Report for the year 2019.
4. Reading of the Independent External Audit Report summary regarding the activities and accounts for the year 2019.
5. Reading, discussion and approval of the Financial Statements dated December 31, 2019.
6. Release of the members of the Board of Directors severally with regard to the 2019 activities
7. Accepting, accepting by amendment or declining the proposition of distribution of the dividend of 2019
8. Approval of the nomination of the Independent Audit Company conducted by the Board of Directors pursuant to the Turkish Commercial Code and the regulations of the Capital Markets Board,
9. Informing the General Assembly on Principles on remuneration of members of the board of directors and executives,
10. Determination of remuneration of members of the board for the year of 2020,
11. Informing the General Assembly on the donations and aids which were provided by the Company in 2019 and determining the upper limit of donation to be made in the year 2020.
12. Informing the shareholders regarding the collaterals, pledges and mortgages put by the Company in favor of third persons and the revenues and benefits gained by the Company.
13. Authorization of the members of the Board of Directors pursuant to Articles 395 and 396 of the Turkish Commercial Code.
14. Wishes, requests and closing.



## 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 Ordinary General Assembly meeting of Şok Marketler Ticaret A.Ş. that will be held on March 30, 2020 at 15:00, 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) Reading and discussion of the Board of Directors Activity Report for the year 2019.			
4) Reading of the Independent External Audit Report summary regarding the activities and accounts for the year 2019.			
5) Reading, discussion and approval of the Financial Statements dated December 31, 2019.			
6) Release of the members of the Board of Directors severally with regard to the 2019 activities			
7) Accepting, accepting by amendment or declining the proposition of distribution of the dividend of 2019			
8) Approval of the nomination of the Independent Audit Company conducted by the Board of Directors pursuant to the Turkish Commercial Code and the regulations of the Capital Markets Board,			
9) Informing the General Assembly on Principles on remuneration of members of the board of directors and executives,			
10) Determination of remuneration of members of the board for the year of 2020,			

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11) Informing the General Assembly on the donations and aids which were provided by the Company in 2019 and determining the upper limit of donation to be made in the year 2020.			
12) Informing the shareholders regarding the collaterals, pledges and mortgages put by the Company in favor of third persons and the revenues and benefits gained by the Company.			
13) Authorization of the members of the Board of Directors pursuant to Articles 395 and 396 of the Turkish Commercial Code.			
14) 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:**

- 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