



ŞOK MARKETLER TİCARET A.Ş.
INFORMATION MEMORANDUM
FOR THE 2025 ORDINARY GENERAL ASSEMBLY MEETING
DATED JULY 31, 2026



ŞOK MARKETLER TİCARET A.Ş.

Invitation to the 2025 Annual General Meeting From the Chairmanship of the Board of Directors

Esteemed Shareholders,

Our Company's Annual General Meeting for the year 2025 will be held at 3:00 pm on July 31, 2026 at the address of Kısıklı Mahallesi Hanımseti Sok. No:35 B-1 Üsküdar/Istanbul to discuss the agenda specified below. (*)

Our Company's 2025 Consolidated Financial Statements prepared in accordance with the Capital Markets Board regulations and the Independent Audit Report, the Board of Directors' dividend distribution proposal, the Integrated Annual Report including the 2025 Sustainability Report compliant with the Turkish Sustainability Reporting Standards (TSRS) and the annexed Corporate Governance Principles Compliance Report, the audited 2024 TSRS-compliant Sustainability Report, the Amendment Text to the Articles of Association, and the detailed Information Memorandum containing the agenda items and the necessary disclosures required for compliance with the Capital Markets Board regulations, will be made available for the review of our shareholders at the Company Headquarters, on the Company's corporate website at www.sokmarket.com.tr, on the Public Disclosure Platform (PDP), and on the Electronic General Assembly System (e-GKS) of the Central Securities Depository (CSD) within the legal period, three weeks prior to the date of the Annual General Meeting.

Pursuant to Article 1527 of the Turkish Commercial Code, shareholders who wish to attend the Annual General Meeting electronically, either in person or through their representatives, must declare their attendance preferences and designate their representatives via the Electronic General Assembly System (e-GKS) provided by the Central Securities Depository. If a representative attends the Annual General Meeting on behalf of the shareholder, the identity information of the representative must be registered in the e-GKS. Authorization may also be executed in this manner in cases where the representative will attend the meeting in person.

Pursuant to Article 415 of the Turkish Commercial Code, our shareholders whose shares are dematerialized within the framework of the Central Securities Depository (CSD) regulations and whose names are included on the list of shareholders, or their representatives, shall be entitled to attend the Annual General Meeting. Shareholders whose names appear on this list may attend our Company's Ordinary General Assembly Meeting physically by presenting their identification documents.

Shareholders or their representatives who wish to attend the meeting in an electronic environment are required to fulfill their obligations in accordance with the provisions of the "Regulation on General Assembly Meetings to be Held in Electronic Environment in Joint Stock Companies" published in the Official Gazette dated August 28, 2012, and numbered 28395, and the "Communiqué on the Electronic General Assembly System to be Applied in the General Assembly Meetings of Joint Stock Companies" published in the Official Gazette dated August 29, 2012, and numbered 28396. Otherwise, it will not be possible for them to participate in the meeting. Detailed information regarding the e-GKS can be accessed at www.mkk.com.tr.

In order for our shareholders, who cannot attend the meeting in person, to exercise their voting rights through a proxy, they must prepare their proxy forms in accordance with the attached sample or obtain the sample power of attorney form from our Company Headquarters or the Company's website at www.sokmarket.com.tr, and submit their proxy forms with a notarized signature by fulfilling the requirements stipulated in the Capital Markets Board's "Communiqué on Voting by Proxy and Proxy Solicitation" No. II-30.1, published in the Official Gazette dated December 24, 2013, and numbered 28861.

Pursuant to paragraph 4 of Article 415 of the Turkish Commercial Code No. 6102 and paragraph 1 of Article 30 of the Capital Market Law, the right to attend the general assembly and to cast votes is not conditional upon the deposit of share certificates. In this context, our shareholders are not required to block their shares if they wish to attend the Annual General Meeting.

Without prejudice to the provisions regarding electronic voting on the agenda items, the open voting method by raising hands will be employed at the Ordinary General Assembly Meeting.

Submitted for the information of our Esteemed Shareholders.

ŞOK MARKETLER TİCARET A.Ş.

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



(*) Pursuant to Article 29 of the Capital Market Law, a separate registered letter will not be sent to our shareholders for the invitation to the Annual General Meeting.

Sincerely,

Şok Marketler Ticaret A.Ş.

AGENDA

1. Opening and election of the Meeting Presidency,
2. Granting authorization to the Meeting Presidency to sign the Minutes of the General Assembly Meeting,
3. Reading and discussion of the Board of Directors' Annual Report (TSRS-Compliant Integrated) for the 2025 fiscal year,
4. Reading the summary of the Independent Audit Report for the 2025 fiscal year,
5. Reading, discussion, and approval of the consolidated financial statements for the 2025 fiscal year,
6. Reading, discussion, and approval of the Sustainability Report for the 2024 fiscal year, prepared in compliance with the Turkish Sustainability Reporting Standards (TSRS),
7. Discussion and resolution on the release of the members of the Board of Directors from liability for their activities and transactions during the 2025 fiscal year,
8. Approval of the election of the board member appointed by the resolution of the Board of Directors pursuant to Article 363 of the Turkish Commercial Code,
9. Discussion and resolution on the Board of Directors' proposal regarding the dividend distribution for the 2025 fiscal year,
10. Discussion and resolution on the remuneration of the members of the Board of Directors,
11. Discussion and resolution on the Board of Directors' proposal regarding the selection of the independent audit firm for the audit of the accounts and transactions for the year 2026, pursuant to the Turkish Commercial Code and the Capital Market Law,
12. Discussion and resolution on the Board of Directors' proposal regarding the selection of the independent audit firm for the 2026 Sustainability Report to be prepared in compliance with the Turkish Sustainability Reporting Standards (TSRS),
13. Discussion and resolution on the amendment of Article 3 titled "Purpose and Scope of Activity of the Company" and Article 6 titled "Share Capital" of the Company's Articles of Association as set forth in the annex, subject to the procurement of the necessary legal permissions,
14. Providing information on the donations and aids made during the 2025 fiscal year; discussion and resolution on the Board of Directors' proposal regarding the determination of the upper limit for donations for the accounting period of 01/01/2026 – 31/12/2026,
15. Granting permission to the controlling shareholders, Board Members, senior executives, and their spouses and relatives by blood and marriage up to the second degree, within the framework of Articles 395 and 396 of the Turkish Commercial Code; and providing information to the shareholders regarding the transactions carried out within this scope during the 2025 fiscal year in accordance with Principle 1.3.6 of the Corporate Governance Communiqué of the Capital Markets Board,
16. Providing information to the shareholders regarding the guarantees, pledges, mortgages, and sureties granted by the Company in favor of third parties and the income or benefits obtained therefrom, within the framework of the Capital Markets Board regulations,
17. Closing.

ANNEX 1: Power of Attorney Form

ANNEX 2: Resume of the Board Member

ANNEX 3: Amendment Text of the Articles of Association

ANNEX 4: Dividend Distribution Table

ŞOK MARKETLER TİCARET A.Ş.

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



**ADDITIONAL DISCLOSURES MADE IN ACCORDANCE WITH
ARTICLE 1.3.1 OF THE CAPITAL MARKETS BOARD'S
CORPORATE GOVERNANCE COMMUNIQUÉ (II-17.1)**

Pursuant to the Capital Markets Board's Communiqué Serial: IV, No: 41 regarding " Principles to be Complied with by Joint-Stock Companies Subject to the Capital Market Law," and the "Corporate Governance Communiqué (II-17.1)," the required additional disclosures that are relevant to specific agenda items are provided under the respective agenda items below, while general disclosures are presented in this section.

1.3.1.a) The total number of shares and voting rights reflecting the company's shareholding structure as of the date of this disclosure, and if there are any privileged shares in the company capital, the number of shares and voting rights representing each group of privileged shares:

Our Company's issued capital is TL 593,290,008, and the capital and shareholding structure are as stated below:

Trade Name/Name and Surname of the Shareholder	Share in Capital (TL)	Share in Capital (%)	Voting Right Ratio (%)
Turkish Retail Investments B.V.	144,000,000.00	24.27	24.27
Gözde Girişim Sermayesi Yatırım Ortaklığı A.Ş.	140,400,327.27	23.66	23.66
European Bank For Reconstruction and Development	33,950,000.00	5.72	5.72
Other	274,939,680.73	46.35	46.35
Total	593,290,008.00	100.00	100.00

There is no privilege regarding the use of voting rights in the Articles of Association of the Company. Pursuant to the Articles of Association, each 1 (one) share grants its holder 1 (one) voting right at the General Assembly meetings.

1.3.1.b) Information on the changes in management and operations that will significantly affect the activities of the company and its subsidiaries, which occurred in the previous accounting period or are planned for future accounting periods, and the reasons for such changes:

There were no changes in management and operations that would significantly affect the corporate activities of our Company or its subsidiaries in 2025.

Information regarding the changes in our Company's management and operations is publicly announced through material event disclosures. The said disclosures can be accessed at <https://www.kap.org.tr/en/sirket-bildirimleri/3913-sok-marketler-ticaret-a-s> or the Company's corporate website at <https://www.sokmarket.com.tr>.

1.3.1.c) If the general assembly meeting agenda includes the dismissal, replacement, or election of board members; the reasons for their dismissal and replacement, the résumés of individuals nominated for board membership, their past duties within the last ten years and reasons for leaving, the nature and level of significance of their relationship with the company and its related parties, their independence status, and information on similar matters that could affect the company's activities in case these persons elected as board members:

Within the framework of the provisions of the Capital Markets Board's Corporate Governance Communiqué No. II-17.1 and Article 363 of the Turkish Commercial Code No. 6102; the resolution of the Board of Directors dated May 12, 2025, regarding the appointment of Mr. Uğur Demirel as a member of the Board of Directors to fill the vacant board membership position resulting from the resignation of Mr. Ali Ülker, to complete the remaining term of Mr. Ali Ülker, and to be submitted to the approval of the shareholders at the first upcoming General Assembly Meeting, will be presented for the approval of the shareholders.

The resume of Mr. Uğur Demirel is provided in Annex-2.



1.3.1.d) Written requests submitted by the shareholders to the Investor Relations Department regarding the inclusion of an item on the agenda; in cases where the board of directors does not accept the agenda proposals of the shareholders, the rejected proposals and the reasons for rejection:

No request has been submitted by the shareholders, the Capital Markets Board, or other public authorities regarding the inclusion of an item on the agenda.

1.3.1.e) In case of an amendment to the articles of association on the agenda, the respective board of directors' resolution along with the former and new versions of the amendments to the articles of association:

In the resolution of our Board of Directors dated June 5, 2026; it has been resolved to amend Article 3 of the Articles of Association titled "Purpose and Scope of Activity of the Company" as in the attached draft, in order to increase the range of products and services offered to customers in line with changing market dynamics and to comply with the capital market legislation; and within the framework of Article 18 of the Capital Market Law and the Capital Markets Board's (CMB) Communiqué on the Registered Capital System No. II.18-1, to increase the registered capital ceiling from TRY 1,800,000,000 to TRY 3,000,000,000, to extend the validity period of the registered capital ceiling by determining a new 5-year period for the years 2026-2030, and in this context, to amend Article 6 of the Articles of Association titled "Share Capital" as in the attached draft; and within this scope, to apply to the Capital Markets Board and subsequently to the T.R. Ministry of Trade to obtain the necessary affirmative opinions and permissions, and to submit the relevant resolution to the approval of the shareholders at the first General Assembly Meeting to be held. In this context, an application has been made to the CMB on June 5, 2026 regarding the draft amendment to the Articles of Association.

Subject to obtaining the necessary legal approvals, the amendment of Article 3 titled "Purpose and Scope of Activity of the Company" and Article 6 titled "Share Capital" of the Company's Articles of Association, as provided in Annex-3, will be submitted for the approval of the shareholders. The relevant draft amendment has been made available for the review of the shareholders at the Company Headquarters, in the investor relations section of the Company's corporate website (www.sokmarket.com.tr), on the Public Disclosure Platform (www.kap.org.tr), and on the Electronic General Assembly system (e-GKS) of the Central Securities Depository.



**DISCLOSURES ON THE AGENDA ITEMS FOR THE
ANNUAL GENERAL ASSEMBLY MEETING TO BE HELD ON JULY 31, 2026**

1. Opening and the election of the Meeting Presidency,

The election of the chairman, who will chair the General Assembly meeting, and the Meeting Chairmanship shall be conducted within the framework of the provisions of the Turkish Commercial Code No. 6102 ("TCC"), the Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Ministry Representatives to be Present at these Meetings ("Regulation") and our Company's Internal Directive on the General Assembly.

2. Granting authorization to the Meeting Presidency to sign the Minutes of the General Assembly Meeting,

Authorization will be granted to the Meeting Presidency to sign the General Assembly Meeting Minutes.

3. Reading and discussion of the Board of Directors' Annual Report (TSRS-Compliant Integrated) for the 2025 fiscal year,

Within the framework of the TCC, the Regulation, the Capital Market Law, and the regulations related to the Public Oversight, Accounting and Auditing Standards Authority, the Board of Directors' 2025 Annual Report (Integrated), which includes the TSRS-Compliant Sustainability Report and has been made available for the review of shareholders three weeks prior to the General Assembly meeting at the Company Headquarters, in the investor relations section of the Company's corporate website (www.sokmarket.com.tr), on the Public Disclosure Platform (www.kap.org.tr), and on the Electronic General Assembly system (e-GKS) of the Central Securities Depository, will be read and submitted for the discussion and approval of the shareholders at the Annual General Meeting.

4. Reading the summary of the Independent Audit Report for the 2025 fiscal year,

Within the framework of the TCC, the Regulation, and the regulations related to the Capital Market Law, the Summary of the Independent Audit Report, which has been made available for the review of shareholders three weeks prior to the General Assembly meeting at the Company Headquarters, in the investor relations section of the Company's corporate website (www.sokmarket.com.tr), on the Public Disclosure Platform (www.kap.org.tr), and on the Electronic General Assembly system (e-GKS) of the Central Securities Depository, will be read at the Annual General Meeting.

5. Reading, discussion, and approval of the consolidated financial statements for the 2025 fiscal year,

Within the framework of the TCC, the Regulation, and the regulations related to the Capital Market Law, the Consolidated Financial Statements for the year 2025, which have been made available for the review of shareholders three weeks prior to the General Assembly meeting at the Company Headquarters, in the investor relations section of the Company's corporate website (www.sokmarket.com.tr), on the Public Disclosure Platform (www.kap.org.tr), and on the Electronic General Assembly system (e-GKS) of the Central Securities Depository, will be read and submitted for the discussion and approval of the shareholders at the Annual General Meeting.

6. Reading, discussion, and approval of the Sustainability Report for the 2024 fiscal year, prepared in compliance with the Turkish Sustainability Reporting Standards (TSRS),

Within the framework of the TCC, the Regulation, and the regulations related to the Capital Market Law, the 2024 Sustainability Report prepared in compliance with the Turkish Sustainability Reporting Standards (TSRS), which has been made available for the review of shareholders three weeks prior to the General Assembly meeting at the Company Headquarters, in the investor relations section of the Company's corporate website (www.sokmarket.com.tr), on the Public Disclosure Platform (www.kap.org.tr), and on the Electronic General Assembly system (e-GKS) of the Central Securities Depository, will be read and submitted for the discussion and approval of the shareholders at the Annual General Meeting.



7. Discussion and resolution on the release of the members of the Board of Directors from liability for their activities and transactions during the 2025 fiscal year,

Within the framework of the provisions of the TCC and the Regulation, the release of the members of the Board of Directors from liability for their activities and transactions during the 2025 fiscal year will be submitted to the approval of the shareholders.

8. Approval of the election of the board member appointed by the resolution of the Board of Directors pursuant to Article 363 of the Turkish Commercial Code,

Within the framework of the provisions of the Capital Markets Board's (CMB) Corporate Governance Communiqué No. II-17.1 and Article 363 of the Turkish Commercial Code No. 6102; the resolution of the Board of Directors dated May 12, 2025, regarding the appointment of Mr. Uğur Demirel as a member of the Board of Directors to fill the vacant board membership position resulting from the resignation of Mr. Ali Ülker, to complete the remaining term of Mr. Ali Ülker, and to be submitted to the approval of the shareholders at the first upcoming General Assembly Meeting, will be presented for the approval of the shareholders.

The resume of Mr. Uğur Demirel is provided in Annex-2.

9. Discussion and resolution on the Board of Directors' proposal regarding the dividend distribution for the 2025 fiscal year,

In accordance with the Company's Dividend Distribution Policy and the Company's Articles of Association, the Board of Directors' proposal dated June 30, 2026 and numbered 2026/16 regarding non-distribution of profit for the 2025 fiscal year due to the existence of a net loss for the period in both the financial statements prepared as per the Tax Procedure Law and the consolidated financial statements prepared in accordance with TAS and TFRS within the framework of the CMB and POA (Public Oversight Authority) regulations for the accounting period of 01.01.2025 – 31.12.2025, will be read and submitted for the discussion and approval of the shareholders at the Annual General Meeting. The Dividend Distribution Table is provided in ANNEX-4 (**Annex:4**).

10. Discussion and resolution on the remuneration of the members of the Board of Directors,

Taking into consideration the provisions included in the TCC and the Company's Articles of Association, the remuneration of the Members of the Board of Directors for the fiscal year 2026 will be submitted to the approval of the shareholders.

11. Discussion and resolution on the Board of Directors' proposal regarding the selection of the independent audit firm for the audit of the accounts and transactions for the year 2026, pursuant to the Turkish Commercial Code and the Capital Market Law,

Taking the opinion of the Audit Committee into consideration, the Board of Directors' resolution dated June 30, 2026 and numbered 2026/15 regarding the selection of DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Deloitte) to audit the financial reports of the Company for the year 2026 in accordance with the principles determined pursuant to the Turkish Commercial Code No. 6102 and the Capital Market Law No. 6362, and to carry out the other activities within the scope of the relevant regulations in the said laws, and the submission of this matter to the approval of the shareholders at the 2025 Ordinary General Assembly Meeting of the Company, will be presented to the approval of the shareholders.

12. Discussion and resolution on the Board of Directors' proposal regarding the selection of the independent audit firm for the 2026 Sustainability Report to be prepared in compliance with the Turkish Sustainability Reporting Standards (TSRS),

Taking the opinion of the Audit Committee into consideration, the Board of Directors' proposal dated June 30, 2026 and numbered 2026/15 regarding the selection of DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.



(Deloitte) as the independent audit firm for the mandatory sustainability assurance audit of the TSRS-compliant Sustainability Report to be prepared in compliance with the Turkish Sustainability Reporting Standards for the 2026 fiscal year, will be submitted to the approval of the shareholders.

13. Discussion and resolution on the amendment of Article 3 titled "Purpose and Scope of Activity of the Company" and Article 6 titled "Share Capital" of the Company's Articles of Association as set forth in the annex, subject to the procurement of the necessary legal permissions,

Within the framework of the Board of Directors' resolution dated June 5, 2026 and numbered 2026/14 regarding the determination of our Company's registered capital ceiling as TL 3,000,000,000 to be valid for a 5-year period covering the years 2026-2030, and the amendment of Article 3 titled "Purpose and Scope of Activity of the Company" of the Company's Articles of Association; subject to the procurement of the necessary legal permissions, the amendment of Article 3 titled "Purpose and Scope of Activity of the Company" and Article 6 titled "Share Capital" of the Company's Articles of Association as set forth in the annex (Annex-3) will be discussed and submitted to the approval of the shareholders.

The "Amendment Text of the Articles of Association" has been publicly disclosed at the Company Headquarters, in the investor relations section of the Company's corporate website (www.sokmarket.com.tr), on the Public Disclosure Platform (www.kap.org.tr), and on the Electronic General Assembly system (e-GKS) of the Central Securities Depository. It is also provided in the annex of this General Assembly Information Momerandum (**Annex-3**).

14. Providing information on the donations and aids made during the 2025 fiscal year; discussion and resolution on the Board of Directors' proposal regarding the determination of the upper limit for donations for the accounting period of 01/01/2026 – 31/12/2026,

Pursuant to Article 6 of the Capital Markets Board's Dividend Communiqué No. II-19.1, in cases where it is not specified in the Articles of Association, the limit of donations to be made must be determined by the General Assembly, and the donations made during the year must be submitted to the information of the shareholders at the Ordinary General Assembly. Our Company made donations and aids totaling TL 42,944,489.72 during the 2025 fiscal year.

The Board of Directors' proposal dated June 30, 2026 and numbered 2026/17 regarding the determination of the upper limit for donations to be made during the 01.01.2026-31.12.2026 accounting period as 0.2% (two per thousand) of the net sales amount in the Company's publicly disclosed annual consolidated financial statements for the previous year, in accordance with the Company's Donation Policy and pursuant to the Capital Markets Board regulations, will be submitted to the approval of the shareholders.

15. Granting permission to the controlling shareholders, Board Members, senior executives, and their spouses and relatives by blood and marriage up to the second degree, within the framework of Articles 395 and 396 of the Turkish Commercial Code; and providing information to the shareholders regarding the transactions carried out within this scope during the 2025 fiscal year in accordance with Principle 1.3.6 of the Corporate Governance Communiqué of the Capital Markets Board,

The members of the Board of Directors can carry out transactions within the framework of Articles 395 titled "Prohibition of Doing Business with the Company, Borrowing from the Company" and 396 titled "Non-Competition" of the TCC only with the approval of the General Assembly. In order to fulfill the requirements of these regulations, the matter of granting the said permissions will be submitted to the approval of the shareholders at the Ordinary General Assembly Meeting.

Pursuant to the mandatory Corporate Governance Principle No. 1.3.6 of the CMB, in the event that controlling shareholders, board members, executives with administrative responsibility, and their spouses and blood and affinity relatives up to the second degree perform a significant transaction that may cause a conflict of interest with the company or its subsidiaries and/or perform a transaction within the scope of commercial business activities of the company or its subsidiaries on their own behalf or on behalf of others, or enter another company engaged in the same type of commercial business activities as an unlimited partner; the said transactions are included in the general assembly agenda



as a separate agenda item to provide detailed information on the matter at the general assembly and are recorded in the general assembly meeting minutes.

The shareholders will be informed about the transactions of this nature carried out during the year.

16. Providing information to the shareholders regarding the guarantees, pledges, mortgages, and sureties granted by the Company in favor of third parties and the income or benefits obtained therefrom, within the framework of the Capital Markets Board regulations,

Within the framework of the provisions of Article 12 of the Capital Markets Board's "Corporate Governance Communiqué" No. II-17.1, information will be provided to the shareholders that there are no collaterals, pledges, mortgages, or sureties granted by the Company in favor of third parties during the 2025 fiscal year.

17. Closing.



Annex-1: Power of Attorney Form

POWER OF ATTORNEY

I/We hereby appoint, whose detailed information is provided below, as my/our proxy authorized to represent me/us, to cast votes, to make proposals, and to sign all necessary documents in accordance with the instructions specified below at the Annual General Assembly Meeting of Şok Marketler Ticaret A.Ş. to be held on July 31, 2026, at 3:00 pm at the address Kısıklı Mahallesi Hanımseti Sok. No:35 B-1 Üsküdar/İstanbul.

The Proxy's (*);

Name and Surname / Trade Name:

T.R. ID Number / Tax ID Number, Trade Registry and Number, and MERSIS (Central Registration System) number:

(*) For foreign national proxies, the equivalents of the aforementioned information, if any, must be submitted.

Note: The proxy form (Power of Attorney) must be notarized.

A) SCOPE OF REPRESENTATIVE AUTHORITY

The scope of the representation authority must be determined by selecting one of the options (a), (b), or (c) for sections 1 and 2 below.

1. Regarding the Matters on the General Assembly Agenda;

- a) The proxy is authorized to vote in accordance with his/her own opinion. ☐
- b) The proxy is authorized to vote in accordance with the proposals of the company management. ☐
- c) The proxy is authorized to vote in accordance with the instructions specified in the table below. ☐

Instructions:

In the event that option (c) is selected by the shareholder, instructions for specific agenda items are to be given by marking one of the options (Approve or Reject) next to the relevant agenda item. If the 'Reject' option is chosen, any dissenting opinion that the shareholder wishes to have recorded in the meeting minutes must also be specified.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and election of the Meeting Presidency			
2. Granting authorization to the Meeting Presidency to sign the Minutes of the General Assembly Meeting			
3. Reading and discussion of the Board of Directors' Annual Report (TSRS-Compliant Integrated) for the 2025 fiscal year			
4. Reading the summary of the Independent Audit Report for the 2025 fiscal year			
5. Reading, discussion, and approval of the consolidated financial statements for the 2025 fiscal year			
6. Reading, discussion, and approval of the Sustainability Report for the 2024 fiscal year, prepared in compliance with the Turkish Sustainability Reporting Standards (TSRS)			

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7. Discussion and resolution on the release of the members of the Board of Directors from liability for their activities and transactions during the 2025 fiscal year			
8. Approval of the election of the board member appointed by the resolution of the Board of Directors pursuant to Article 363 of the Turkish Commercial Code			
9. Discussion and resolution on the Board of Directors' proposal regarding the dividend distribution for the 2025 fiscal year			
10. Discussion and resolution on the remuneration of the members of the Board of Directors			
11. Discussion and resolution on the Board of Directors' proposal regarding the selection of the independent audit firm for the audit of the accounts and transactions for the year 2026, pursuant to the Turkish Commercial Code and the Capital Market Law			
12. Discussion and resolution on the Board of Directors' proposal regarding the selection of the independent audit firm for the 2026 Sustainability Report to be prepared in compliance with the Turkish Sustainability Reporting Standards (TSRS)			
13. Discussion and resolution on the amendment of Article 3 titled "Purpose and Scope of Activity of the Company" and Article 6 titled "Share Capital" of the Company's Articles of Association as set forth in the annex, subject to the procurement of the necessary legal permissions			
14. Providing information on the donations and aids made during the 2025 fiscal year; discussion and resolution on the Board of Directors' proposal regarding the determination of the upper limit for donations for the accounting period of 01/01/2026 – 31/12/2026			
15. Granting permission to the controlling shareholders, Board Members, senior executives, and their spouses and relatives by blood and marriage up to the second degree, within the framework of Articles 395 and 396 of the Turkish Commercial Code; and providing information to the shareholders regarding the transactions carried out within this scope during the 2025 fiscal year in accordance with Principle 1.3.6 of the Corporate Governance Communiqué of the Capital Markets Board			
16. Providing information to the shareholders regarding the guarantees, pledges, mortgages, and sureties granted by the Company in favor of third parties and the income or benefits obtained therefrom, within the framework of the Capital Markets Board regulations			
17. Closing			

- No voting is conducted on informative items.

(*) The items on the General Assembly agenda are listed one by one. If the minority has a separate draft resolution, this must also be specified separately to allow for proxy voting.

2. Special instruction for other matters that may arise during the General Assembly Meeting and particularly regarding the exercise of minority rights:

a) The proxy is authorized to vote in accordance with his/her own opinion.

☐

b) The proxy is not authorized to represent on these matters.

☐

c) The proxy is authorized to vote in accordance with the special instructions below.

☐

SPECIAL INSTRUCTIONS: Any special instructions to be given to the proxy by the shareholder are specified here.

ŞOK MARKETLER TİCARET A.Ş.

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



B) The shareholder specifies the shares to be represented by the proxy by selecting one of the options below.

1. I approve the representation of my shares, the details of which are stated below, by the proxy. ☐

- a) Issue and series: *
- b) Number/Group: **
- c) Quantity-Nominal value:
- d) Whether there is a voting privilege:
- e) Whether it is a Bearer or Registered Share: *
- f) Ratio to the total share/voting rights held by the shareholder:

*This information is not required for dematerialized (book-entry) shares.

**For dematerialized (book-entry) shares, information about the group, if any, will be provided instead of the number.

2. I approve the representation by the proxy of all my shares that are included on the list of shareholders eligible to attend the General Assembly Meeting, prepared by the CSD (Central Securities Depository) one day prior to the meeting. ☐

SHAREHOLDER'S NAME, SURNAME or TRADE NAME (*)

T.R. ID Number / Tax ID Number, Trade Registry and Number, and MERSIS number:

Address:

(*) For foreign national shareholders, the equivalents of the aforementioned information, if any, must be submitted.

SIGNATURE

ŞOK MARKETLER TİCARET A.Ş.

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



Annex 2: Resume of the Board Member

DR. UĞUR DEMİREL

Dr. Uğur Demirel graduated from Ankara University, Faculty of Veterinary Medicine. He completed his PhD in the Department of Veterinary Food Hygiene and Technology at Istanbul University-Cerrahpaşa.

Starting his career at Maret, Demirel took part in the establishment of Aytaç Integrated Meat Facility as the Production Manager, and stepped into the retail sector in 1997, working as the Deputy General Manager of Purchasing at Gima. Subsequently, he assumed the role of Commercial Director at CarrefourSA. Joining Yıldız Holding in 2010, Demirel served as the General Manager at the sales company Pasifik Tüketim Ürünleri until 2015. He has been serving as the CEO of ŞOK Marketler since 2015.

Following the consolidation of all retail companies within Yıldız Holding under a single umbrella in 2024, the Retail Group was established, and Uğur Demirel was appointed as the President of the Yıldız Holding Retail Group, overseeing ŞOK Marketler, Bizim Toptan, Seç Market, and g2m. Having completed the Harvard Business School Advanced Management Program and INSEAD Leadership Programs, Demirel continues to serve as a member of the Board of Directors of ŞOK Marketler Ticaret A.Ş., Bizim Toptan Satış Mağazaları A.Ş., g2mEKSPER Satış ve Dağıtım Hizmetleri A.Ş., Seç Marketçilik A.Ş., Mevsim Taze Sebze Meyve Sanayi ve Ticaret A.Ş., UCZ Mağazacılık Ticaret A.Ş., Yıldız Uluslararası Gıda Yatırımları A.Ş. and Northstar Araştırma Geliştirme Marka Yönetimi ve Danışmanlık A.Ş. in addition to his board membership at Yıldız Holding. He is also a member of the Yıldız Holding Sustainability Steering Committee and the Artificial Intelligence Steering Committee.



Annex 3: Amendment Text of the Articles of Association

ŞOK MARKETLER TİCARET ANONİM ŞİRKETİ

DRAFT AMENDMENT TO THE ARTICLES OF ASSOCIATION

OLD TEXT	NEW TEXT
ARTICLE 3– PURPOSE AND SCOPE OF ACTIVITY OF THE COMPANY	ARTICLE 3– PURPOSE AND SCOPE OF ACTIVITY OF THE COMPANY
A) The purpose of the Company is domestic and international retail trade within the framework of import and export of all kinds of goods and supermarket management, provided that it complies with the current import, export legislation and all related legislation.	A) The purpose of the Company is domestic and international retail <u>and wholesale</u> trade within the framework of import and export of all kinds of goods, supermarket management, <u>and e-commerce</u> , provided that it complies with the current import, export legislation and all related legislation.
The Company may engage in any business within its scope of activity to achieve its purpose. In this context, the Company;	The Company may engage in any business within its scope of activity to achieve its purpose. In this context, the Company;
a) May purchase, prepare, package, store, and conduct wholesale and retail sales of all kinds of foodstuffs, all kinds of beverages and drinks, all kinds of durable consumer goods, all kinds of textile and apparel products, clothing, carpets and furs, leather and leather goods, shoes, slippers and bags, office and household necessities, and all kinds of consumer goods, electrical, electronic, electromechanical, all kinds of technological products, home and office appliances, health, cleaning, sports materials and substances, ornaments, jewelry and bijouterie, optical instruments and tools, toys, products, commodities, and spare parts; may sell all kinds of food and non-food goods, may open sales points in the form of supermarkets or hypermarkets to carry out these transactions, and may issue credit cards for its own customers and may establish a chain of stores to carry out the activities mentioned above,	a) May purchase, <u>produce, have produced</u> , prepare, package, store, and conduct wholesale and retail sales of, <u>market, and distribute</u> all kinds of foodstuffs, all kinds of beverages and drinks, all kinds of durable consumer goods, all kinds of textile and apparel products, clothing, carpets and furs, leather and leather goods, shoes, slippers and bags, office and household necessities, and all kinds of consumer goods, electrical, electronic, electromechanical, all kinds of technological products, home and office appliances, health, cleaning, sports materials and substances, <u>cosmetics and personal care products</u> , ornaments, jewelry and bijouterie, optical instruments and tools, toys, products, commodities, and spare parts, <u>hardware, ironmongery, glassware, pet products such as food, goods, leashes, aquariums, etc. for domestic animals, all kinds of feed, animal nutrition products, chemical fertilizers, agricultural chemical products, pesticides, seeds, flowers, seedlings, etc. all kinds of agricultural products, surgical, medical and orthopedic instruments and devices, all kinds of medical devices, medical consumables and similar products and all kinds of traditional herbal medicinal products with protective and therapeutic effects on human health, all kinds of herbal medicinal products with vitamin and mineral supplements, food supplements, herbal cosmetics and herbal</u>

ŞOK MARKETLER TİCARET A.Ş.

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



	<u>medical devices, newspapers, magazines, books and all kinds of intellectual and industrial products, furniture, wood, processed or unprocessed wood and all kinds of wood and wooden materials produced from them, and all kinds of commercial goods and services, internet packages and digital products, all kinds of out-of-home consumption products;</u> may sell all kinds of food and non-food goods, <u>out-of-home consumption products;</u> may open sales points through <u>market, discount market, gross market, wholesale market,</u> supermarket, hypermarket <u>management or e-commerce</u> to carry out these transactions, and may issue credit cards for its own customers and may establish a chain of stores to carry out the activities mentioned above, <u>may grant dealerships, agencies; may carry out the manufacturing, production, subcontracting, purchase, sale, commitment, import, and export of all kinds of commercial goods and materials mentioned in this article, either in its own stores or by opening new workplaces, or through e-commerce, may establish partnerships, may enter all kinds of official or private tenders related to its field of activity and engage in all kinds of commercial activities; may engage in wholesale or retail trade, import, export of all kinds of motor vehicles such as automobiles, minibuses, midibuses, motorcycles, ATVs, UTVs, electric bicycles, etc., including trade through intermediaries and Internet TV, etc. construction, purchase, sale, brokerage, and commission activities of all kinds of real estate such as residences, workplaces, warehouses, etc. in its own stores or by opening a workplace or through e-commerce, may place advertisements of other companies in its stores or on its e-commerce sites, may generate media income,</u>
b) May organize, market, manage, and sell all kinds of administrative, financial, and commercial activities related to the goods specified above, both within and outside the Republic of Turkey, and through such operations, it may provide services that could be beneficial to customers,	b) May organize, market, <u>distribute,</u> manage, sell all kinds of administrative, financial, and commercial activities related to the goods specified above, both within and outside the Republic of Turkey, and through such operations, it may provide services that could be beneficial to customers <u>may establish and operate a loyalty program, and issue loyalty program cards,</u>
c) May purchase, sell, import, export, have produced, and engage in the sale, marketing, and distribution of tobacco and tobacco products, and all kinds of food and household necessities,	c) May purchase, sell, import, export, <u>produce,</u> have produced, and engage in the <u>marketing and distribution of fast-moving consumer goods, food and agricultural products, out-of-home</u>

ŞOK MARKETLER TİCARET A.Ş.

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



including fresh fruits and vegetables, and all kinds of industrial, agricultural, and commercial products and services, both domestically and abroad,	<u>consumption products, meat and meat products, dry and fresh fruits and vegetables, edible roots, tubers, flowers and their produce, fresh pastries, dry pastries, pogaca (savory buns), cakes, pies, tarts, waffles and similar fresh bakery products including bread, pasta, flour products, ready meals, electronic and electrical products, cleaning products, cosmetics and personal care products, clothing and textile products, stationery materials, toys, home/garden items, gift items and private label products, including all kinds of food and family necessities, industrial, agricultural, commercial, electronic, telecommunication, internet package and digital including all kinds of products and services, both wholesale and retail, may engage in field and garden agriculture, establish and operate greenhouses, may manufacture all kinds of materials and substances mentioned in this article, have them produced by others, may purchase, sell, import and export these materials and substances, and may engage in the sale, marketing, and distribution of tobacco and tobacco products,</u>
d) May ensure the reuse of the first products manufactured by the Company by converting them into the form of raw materials, semi-finished goods, or reused finished goods, and may sell and export these products domestically and abroad,	<u>d) May ensure the reuse of the first products manufactured by the Company by converting them into the form of raw materials, semi-finished goods, or reused finished goods, and may sell and export these products domestically and abroad, may facilitate the supply of raw and auxiliary materials needed by producers and manufacturing organizations that have sales connections with the Company, may import or have them manufactured domestically, may provide agricultural and technical assistance to producers, may give advances against collateral and to be offset against the purchase prices of the products when necessary, may supply all kinds of facilities, machinery, equipment, and materials included in or related to its purpose or have them supplied to third persons or organizations,</u>
e) May establish warehouses, open stores, operate mobile sales vehicles, and do or have subcontracting work done for its field of activity,	<u>e) May establish warehouses, open stores, restaurants, buffets, cafeterias, bakeries, sales stores, operate, manage them, operate mobile sales vehicles and boats, operate vending machines, act as a commission agent in various fields, process, operate, have produced as subcontracted, store, have stored, package, bottle, label all kinds of solid and liquid semi-</u>



	<u>finished or finished products such as fruits, vegetables, legumes, tomato paste, olives, pickles, canned goods, meat and meat products, etc. in its sales stores, warehouses, production sites, may establish and operate modern farms, barns, fattening and slaughterhouses, cold storage facilities, bread factories, integrated meat processing facilities, and shelves, may establish and operate facilities that provide for the production, purchase, sale, transportation, preparation, packaging, and preservation of food and necessity items,</u> may do or have subcontracting work done,
f) May engage in labeling, printing, and decorative activities for its own needs, and may engage in activities in the fields of marketing, economic organization, consultancy, representation, and feasibility studies,	f) May engage in labeling, printing, and decorative activities for its own needs, and may engage in activities in the fields of marketing, economic organization, consultancy, representation, and feasibility studies,
g) However; the Company may not engage in the wholesale and retail purchase, sale, distribution, actual or subcontracted production, storage, import, and export of alcoholic beverages and products containing alcoholic beverages, and products containing pork and pork products. The provisions in this paragraph (Article 3-A-g) can only be amended or repealed with the unanimous consent of all shareholders.	g) However; the Company may not engage in the wholesale and retail purchase, sale, distribution, actual or subcontracted production, storage, import, and export of alcoholic beverages and products containing alcoholic beverages, and products containing pork and pork products. The provisions in this paragraph (Article 3-A-g) can only be amended or repealed with the unanimous consent of all shareholders.
B) The Company may engage in the following activities to achieve the purposes and subjects stated given above;	B) The Company may engage in the following activities to achieve the purposes and subjects stated above;
1- It may make all kinds of investments related to its subject matter,	1- It may make all kinds of investments related to its subject matter,
2- To make the necessary material event disclosures within the framework of the capital market legislation for public disclosure and to carry out the necessary procedures required by the legislation, provided that the regulations of the capital market legislation on disguised profit distribution are reserved, the Company may establish companies or partnerships with domestic and foreign real and legal persons who are engaged in the business falling within the scope of the Company, may make mergers, and may also participate in existing commercial enterprises, partnerships, and sole proprietorship; may benefit from incentive laws and communiqués within the framework of the foreign capital incentive law; may purchase, and show as pledge and security, and accept the shares and bonds of the said firms and companies, provided that it does not act as an	<u>2- Without prejudice to the provisions of the Capital Markets Law concerning disguised profit transfer, and provided that it does not constitute investment services and activities, the Company may cooperate, in Turkey and abroad, with domestic and foreign natural and legal persons in matters related to its business purpose; establish new companies, partnerships and joint ventures; participate in companies and partnerships already established; acquire, transfer, operate and otherwise deal with the shares of such companies; participate in new ventures (start-ups) and acquire and transfer their shares; participate in funds; engage in joint activities with foreign capital pursuant to the provisions of special laws; undertake any and all acts and activities that assist and facilitate its business purpose; benefit from any and all</u>



intermediary,	incentive laws and communiqués, including the Foreign Capital Incentive Law; <u>and purchase, transfer, sell and pledge capital market instruments, including all kinds of debt instruments issued by private law and public legal entities,</u>
3- Provided that it is not contrary to the capital market legislation, it may engage in all kinds of financial, commercial, administrative dispositions, and activities for the realization of its objectives,	3- Provided that it is not contrary to the capital market legislation, it may engage in all kinds of financial, commercial, administrative dispositions, and activities for the realization of its objectives,
4- To achieve its purpose, the Company may acquire, transfer, and assign necessary machinery and facilities and real estate, lease out, lease , establish servitude, usufruct, habitation, condominium, and construction servitude on real estate, and may pledge and secure the relevant machinery and facilities and real estate,	4- To achieve its purpose, the Company may <u>build, have built</u> , acquire, transfer, and assign necessary machinery, <u>equipment, and their spare parts</u> and facilities and real estate, <u>lease out, lease</u> , establish servitude, usufruct, habitation, condominium, and construction servitude on real estate, <u>and may establish mortgages, pledges in favor of third parties</u> on the relevant machinery and facilities and real estate, <u>may accept the establishment of these rights in its favor and may release them.</u> <u>In matters of providing guarantees, suretyships, securities, or establishing pledge rights including mortgages on its own behalf and in favor of third parties, the principles determined within the framework of the capital market legislation shall be complied with, and for transactions to be made in favor of third parties, necessary material event disclosures shall be made in accordance with the capital market legislation to inform investors.</u>
5- The Company may acquire and transfer the vehicles necessary for its business; to lease them out domestically and abroad; to use them domestically, and to make all kinds of real and personal dispositions on them,	5- The Company may acquire and transfer the vehicles necessary for its business; to lease them out domestically and abroad; to use them domestically, and to make all kinds of real and personal dispositions on them,
6- The Company may perform the transportation and storage of the commodities it will export and import in relation to its subject of activity,	6- The Company may perform the transportation and storage of the commodities it will export and import in relation to its <u>area of activity</u> ,
7- The Company may transport its own goods or the goods of others, may acquire vehicles for all other purposes, use them, purchase, sell, lease, and import them,	7- The Company may transport its own goods or the goods of others, may acquire vehicles for all other purposes, use them, purchase, sell, lease, and import them, <u>may use, purchase, sell, lease, lease out, make subject to financial leasing, import land, sea, air transport vehicles whether mobile or motorized, non-motorized, refrigerated, with special equipment, or unequipped, and all kinds of equipment and parts of these vehicles, and may carry out delivery and cargo activities of goods and services, including delivery by</u>



	<u>unmanned vehicles, and business and transactions such as ordering, inventory, logistics, shipment, packaging through robotic, technological, and unmanned vehicles and software.</u>
8- For the realization of its purpose, the Company may obtain long, medium, and short-term loans from domestic and foreign markets, may obtain goods and surety credits, commodity, letter of credit, investment credits, advance credits on bills, and similar credits, may perform leasing (financial leasing), and may use other financing instruments (hedging, forwarding, etc.),	8- For the realization of its purpose, the Company may obtain long, medium, and short-term loans from domestic and foreign markets, may obtain goods and surety credits, commodity, letter of credit, investment credits, advance credits on bills, and similar credits, may perform leasing (financial leasing), and may use other financing instruments (hedging, forwarding, etc.),
9- In relation to the Company's purpose and within the principles determined by the capital market legislation, it may give, in whole or in part, mortgages and pledges on the Company's debts and receivables, may accept pledges, and may release and amend pledges,	9- In relation to the Company's purpose and within the principles determined by the capital market legislation, it may give, in whole or in part, mortgages and pledges on the Company's debts and receivables, may accept pledges, and may release and amend pledges,
10- The Company may acquire, transfer, and assign trademarks, patents, know-how, and other industrial property rights related to its subject of activity, and may make license agreements on them,	10- The Company may acquire, transfer, and assign trademarks, patents, know-how, and other <u>intellectual and</u> industrial property rights related to its subject of activity, <u>make all kinds of dispositions on them, may register or cancel these rights, may sell or lease these rights in whole or in part to third parties in accordance with the relevant legislation,</u> may make license agreements on them, <u>may sign agreements concerning all kinds of intellectual property rights with Turkish and foreign real and legal persons, may establish pledges on these intellectual property rights and show them as security,</u>
11-To achieve its purpose, the Company may establish, lease, and lease out all kinds of industrial and commercial facilities such as factories, warehouses, sales stores, and administrative buildings,	11- To achieve its purpose, the Company may establish, lease, and lease out all kinds of industrial and commercial facilities such as factories, warehouses, sales stores, and administrative buildings, <u>may establish, lease out, operate and/or have operated charging, fuel, etc. alternative energy and fuel stations for gasoline, fuel, electric, or alternative energy vehicles in the parking lots of its own or third parties' stores, workplaces, warehouses, cold storages, production facilities, packaging facilities, etc., may lease and/or sublease parking areas, may operate parking lots and may make contracts and/or partnerships with third parties on these matters, may establish licensed and unlicensed renewable energy systems such as solar energy, wind energy, and electricity generation and</u>



	<u>electricity storage facilities to meet its own electricity and heat energy needs, may produce electricity and heat energy, may purchase or lease land for these works, and in case of production surplus, may sell the produced electricity and heat energy and/or capacity to other legal entities and eligible consumers within the framework of the current legislation, and may purchase and import all equipment and fuel related to these kinds of facilities for non-commercial purposes,</u>
12-The Company may establish process research laboratories to conduct the necessary studies and research for the production and marketing of the materials falling within the scope and subject of the Company,	12- The Company may establish process research <u>and quality</u> laboratories to conduct the necessary studies and research for the production and marketing of the materials falling within the scope and subject of the Company, <u>may provide research, project development, and consultancy services or receive and give technical assistance on retail activities; may establish research and development units and R&D Centers for advanced technology search, may develop projects in this regard; may obtain patent rights for the projects it develops, may sell or lease the manufacturing rights of patented rights; may produce and develop projects for internal and external parties as an R&D Center,</u>
13-The Company may open branches to carry out its activities. It may grant representations, franchises, and agencies in line with the Company's purposes and objectives, both domestically and abroad, and may form partnerships and cooperate with domestic and foreign companies and enterprises engaged in businesses within its scope,	13- The Company may open branches to carry out its activities. It may grant representations, franchises, and agencies in line with the Company's purposes and objectives, both domestically and abroad, and may form partnerships and cooperate with domestic and foreign companies and enterprises engaged in businesses within its scope, <u>may enter into insurance contracts for the benefit of consumers, and may be an agent and representative of insurance companies,</u>
14-The Company may use all kinds of technology and rationalization measures to realize its purposes and activities and may cooperate in this field with real persons and legal entities operating in the private and public sectors,	14- The Company may use all kinds of technology and rationalization measures to realize its purposes and activities and may cooperate in this field with real persons and legal entities operating in the private and public sectors, <u>Provided that it complies with the current legislation and obtains the necessary permissions from the relevant authorities, the Company may operate as a representative and/or member merchant within the scope of Law No. 6493 and related regulations and may provide support services to banks as a support service organization within the scope of Law No. 5411 and its regulations, and may act as a seller in the</u>



	<u>delivery of goods and services in return for the credit to be given by financing companies to financing contracts within the scope of Law No. 6361 and its regulations,</u> <u>The Company may engage domestically in commercial activities as a representative for collection agencies activities (bill payments for telephone, electricity, water, etc., money transfers, etc.) domestically, and provided that it complies with the relevant current legislation and obtains the necessary permissions, it may engage in digital banking activities where bill payments, money transfers, and various banking transactions can be made, may establish companies, may operate as a widespread payment point (agent) and representative, may become a partner in companies with a digital banking license, and may operate as an agent or representative of these companies,</u> <u>Provided that it complies with the current legislation and obtains the necessary permissions from the relevant authorities, the Company may engage in activities such as the establishment and development of infrastructure for digital, electronic, and other alternative payment methods that allow for the payment of goods and service fees through online payment, mobile payment, payment via short message, and any other technology and method to be implemented in the future; the creation of electronic spending payment units and systems to be used on physical and virtual platforms for the provision of these services; the issuance, marketing, and sale of prepaid virtual and physical cards and coupons containing electronic spending payment units; the distribution, marketing, and sale of already issued cards and coupons; making partnerships and agreements with firms engaged in these activities; and providing consultancy services to domestic and foreign companies,</u>
	<u>16- The Company may engage in all kinds of educational activities related to its subject matter and may cooperate with relevant organizations,</u>
	<u>17- Provided that it complies with the relevant current legislation and obtains the necessary permissions from the relevant authorities, the</u>



	<u>Company may provide ticket sales and distribution services for sports, cultural, entertainment, and similar activities; access services to information regarding all kinds of entertainment, culture, travel, transportation, and sports activities through various communication channels, and provided that it complies with the current legislation and obtains permission from the relevant authorities, if any, it may print and distribute tickets, invoices, etc., and may open ticket sales points for this purpose,</u>
	<u>18- Provided that it complies with the relevant current legislation and obtains the necessary permissions from the relevant authorities, the Company may accumulate, collect, temporarily store, transport, separate, sell, dispose of and/or recycle, and recover all kinds of packaging waste, including but not limited to paper and cardboard packaging waste, plastic packaging waste, composite packaging waste, glass packaging waste, and non-hazardous waste; may establish and operate facilities for this purpose; may ensure the recovery of sorted non-metallic waste, scrap, and other parts generally through mechanical or chemical transformation processes (excluding the recovery of plastic waste by chemical processes); may regularly or permanently store non-hazardous waste; provided that the provisions of the Capital Market Law on disguised profit distribution are reserved and that it does not constitute investment services and activities; may establish companies, partnerships, and participate in companies related to these businesses,</u>
	<u>19- The Company may provide all kinds of computer systems, software and hardware support, consultancy, and sales services; the developed software and technological solutions may be sold/exported to domestic or foreign companies in the same or different sectors; consultancy, training, and after-sales maintenance services may be provided; these activities can be carried out alone or in partnership with other companies, universities, or public institutions,</u>
	<u>20- The Company may create a multi-category open market on digital platforms for the sale of food, non-food goods, and services; in this context, it may trade, and/or act as an intermediary for the trade and/or collection of,</u>



	<u>all kinds of industrial and commercial products, including food products, and may provide the necessary infrastructure services and technical consultancy services in this regard,</u>
	<u>21- The Company may establish, operate, lease kitchens, dark kitchens, and food production facilities and may engage in various collaborations with institutions and organizations, may produce all kinds of food and beverages, and may offer catering services to meet all kinds of food and beverage needs; provided that the provisions of the Capital Market Law on disguised profit distribution are reserved and that it does not constitute investment services and activities; may establish companies, partnerships, and participate in companies related to these businesses,</u>
	<u>22- The Company may grant and receive franchises for the operation of markets, discount markets, gross markets, wholesale markets, supermarkets, hypermarkets, and all kinds of stores, and may engage in the wholesale and retail trade, electronic commerce, marketing, and distribution of all kinds of industrial and commercial products, including food products, that can be sold in these establishments,</u>
	<u>23- The Company may operate all kinds of restaurants and eateries, bakeries, patisseries, and cafeterias, may sell food and non-alcoholic beverages in these areas, and may perform these activities in separate locations or in areas within markets, discount markets, gross markets, wholesale markets, supermarkets, and hypermarkets,</u>
	<u>24- The Company may provide domestic and international land, air, sea, and rail transportation, shipping, logistics, distribution, and storage services, as well as courier services with motorized, pedestrian, and other means of transportation; provided that the provisions of the Capital Market Law on disguised profit distribution are reserved and that it does not constitute investment services and activities; may participate in companies that perform these services and may establish companies,</u>
	<u>25- The Company, subject to obtaining an authorization certificate under the provisions of the Road Transport Law No. 4925 related to its field of activity, may engage in international and domestic trade with all kinds of land, rail, sea,</u>

ŞOK MARKETLER TİCARET A.Ş.

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



	<u>and air vehicles, may lease freight cargo containers, may perform transportation and may represent companies that lease and perform these services, may engage in international freight forwarding, may receive and grant dealerships, may act as an agent and representative, may establish warehouses, storage facilities, bonded warehouses, special bonded warehouse facilities, may acquire, become a partner in, transfer, sell, operate, lease, and lease out established facilities,</u>
	<u>26- The Company may develop, sell or license mobile applications related to its field of activity for a service fee, may write, buy, sell computer programs; may install controlled automation systems in facilities and businesses, may supply and install their complete hardware, may prepare computer-aided production projects in the electronic industry sector, may provide service, technical consultancy services in training, maintenance, repair, installation, infrastructure and placement operations, may offer consultancy and user training for E-commerce and other software solutions, may directly or indirectly develop product and service solutions in the fields of commerce, e-commerce and information technologies, may carry out production, sales, licensing and marketing activities and may provide services,</u>
15- Provided that it does not act as an intermediary, it may purchase, sell, issue, and establish all kinds of rights on bonds and other asset-backed securities,	<u>29-Provided that it does not constitute investment services and activities,</u> it may purchase, sell, issue, and establish all kinds of rights on bonds and other asset-backed securities,
16- The Company may make donations and aids to universities, educational institutions, foundations, public-benefit associations, or such persons or institutions, provided that it is presented to the information of the shareholders at the General Assembly, within the framework of the principles specified in the Capital Market Law and the Turkish Commercial Code. The upper limit of the donations to be made is determined by the General Assembly, donations exceeding this limit cannot be made, and donations made are added to the distributable profit base. The Capital Markets Board has the authority to set an upper limit on the amount of donations to be made. Donations cannot contradict the disguised profit distribution regulations of the Capital Market Law. Donations made during the year are presented to the	<u>30- The Company may make donations and aids to universities, educational institutions, foundations, public-benefit associations, or such persons or institutions, provided that it is presented to the information of the shareholders at the General Assembly, within the framework of the principles specified in the Capital Market Law and the Turkish Commercial Code. The upper limit of the donations to be made is determined by the General Assembly, donations exceeding this limit cannot be made, and donations made are added to the distributable profit base. The Capital Markets Board has the authority to set an upper limit on the amount of donations to be made. Donations cannot contradict the disguised profit distribution regulations of the Capital Market Law. Donations made during the year are presented to the information of the shareholders at the General</u>



information of the shareholders at the General Assembly.	Assembly.
If, in addition to the transactions deemed necessary above, it is desired to engage in other businesses that are deemed useful and necessary for the Company in the future, the matter will be submitted to the approval of the General Assembly upon the proposal of the Board of Directors, and after a decision is made in this regard, the Company will also be able to carry out these businesses. In case of a difference between the matters stated in this article and the regulations to be made by the Capital Markets Board in the future, the regulations to be made by the Capital Markets Board shall be complied with. With respect to the business, transactions, and activities carried out by the Company under this article, for transactions of a nature that may affect the investment decisions of investors, the mandatory disclosures shall be made in accordance with the regulations of the Capital Markets Board on public disclosure, in order to ensure that investors are informed as required by the capital market legislation.	If, in addition to the transactions deemed necessary above, it is desired to engage in other businesses that are deemed useful and necessary for the Company in the future, the matter will be submitted to the approval of the General Assembly upon the proposal of the Board of Directors, and after a decision is made in this regard, the Company will also be able to carry out these businesses. In case of a difference between the matters stated in this article and the regulations to be made by the Capital Markets Board in the future, the regulations to be made by the Capital Markets Board shall be complied with. With respect to the business, transactions, and activities carried out by the Company under this article, for transactions of a nature that may affect the investment decisions of investors, the mandatory disclosures shall be made in accordance with the regulations of the Capital Markets Board on public disclosure, in order to ensure that investors are informed as required by the capital market legislation.
ARTICLE 6 – SHARE CAPITAL	ARTICLE 6 – SHARE CAPITAL
Article 6– The Company has adopted the registered capital system in accordance with the provisions of the Capital Market Law No. 6362 and has transitioned to the registered capital system with the permission of the Capital Markets Board dated 22.02.2018 and numbered 2064. The Company's registered capital ceiling is TRY 1,800,000,000 and is divided into 1,800,000,000 shares, each with a nominal value of TRY 1 (one). The registered capital ceiling permit granted by the Capital Markets Board is valid for a period of 5 years, for the years 2022-2026. Even if the permitted registered capital ceiling is not reached by the end of 2026, for the Board of Directors to be able to resolve on a capital increase after the year 2026, it is mandatory to obtain authorization from the General Assembly for a new period by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In the absence of such	Article 6– The Company has adopted the registered capital system in accordance with the provisions of the Capital Market Law No. 6362 and has transitioned to the registered capital system with the permission of the Capital Markets Board dated 22.02.2018 and numbered 2064. The Company's registered capital ceiling is TRY 3,000,000,000 and is divided into 3,000,000,000 shares, each with a nominal value of TRY 1 (one). The registered capital ceiling permit granted by the Capital Markets Board is valid for a period of 5 years, for the years 2026-2030. Even if the permitted registered capital ceiling is not reached by the end of 2030, for the Board of Directors to be able to resolve on a capital increase after the year 2030, it is mandatory to obtain authorization from the General Assembly for a new period by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In the absence of such authorization, a



authorization, a capital increase cannot be made by a resolution of the Board of Directors. The Company's issued capital is TRY 593,290,008, divided into a total of 593,290,008 shares in 2 groups, each with a nominal value of TRY 1, all registered, consisting of 144,000,000 Focus Shares and 449,290,008 Main Shares, and the said issued capital has been fully and genuinely paid. The Company's previously issued capital of TRY 611,928,571 was reduced to TRY 593,290,008 by the redemption of 18,638,563 Main Shares with a nominal value of TRY 18,638,563 acquired by the Company. The shares representing the capital are tracked in dematerialized form within the framework of dematerialization principles. The Board of Directors is authorized to increase the issued capital by issuing new shares up to the registered capital ceiling when it deems necessary between the years 2022-2026 (until the end of 2026), in accordance with the capital market legislation and other relevant legislation, and to resolve on restricting the pre-emptive rights of privileged shareholders and the pre-emptive rights of shareholders, and on issuing privileged shares or shares above or below their nominal value within the provisions of the capital market legislation. The authority to restrict pre-emptive rights cannot be used in a way that would lead to inequality among shareholders.	capital increase cannot be made by a resolution of the Board of Directors. The Company's issued capital is TRY 593,290,008, divided into a total of 593,290,008 shares in 2 groups, each with a nominal value of TRY 1, all registered, consisting of 144,000,000 Focus Shares and 449,290,008 Main Shares, and the said issued capital has been fully and genuinely paid. The Company's previously issued capital of TRY 611,928,571 was reduced to TRY 593,290,008 by the redemption of 18,638,563 Main Shares with a nominal value of TRY 18,638,563 acquired by the Company. The shares representing the capital are tracked in dematerialized form within the framework of dematerialization principles. The Board of Directors is authorized to increase the issued capital by issuing new shares up to the registered capital ceiling when it deems necessary between the years <u>2026-2030 (until the end of 2030)</u>, in accordance with the capital market legislation and other relevant legislation, and to resolve on restricting the pre-emptive rights of privileged shareholders and the pre-emptive rights of shareholders, and on issuing privileged shares or shares above or below their nominal value within the provisions of the capital market legislation. The authority to restrict pre-emptive rights cannot be used in a way that would lead to inequality among shareholders.
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Annex 4: Dividend Distribution Table

ŞOK MARKETLER TİCARET A.Ş. 2025 DIVIDEND DISTRIBUTION TABLE (TL)			
1	Paid-in-Capital / Issued Capital	593.290.008,00	
2	General Legal Reserves (according to statutory records)	225.106.789,06	
If there is dividend privilege according to Articles of Association, information regarding this privilege		None	
		CMB Financials	Statutory Financials
3	Profit / (Loss) for the Period	78.081.994,00	-3.542.685.051,87
4	Taxes (-)	-2.006.288.737,00	0,00
5	Net Profit / (Loss) for the Period (=)	-1.928.206.743,00	-3.542.685.051,87
6	Prior Years' Losses (-)	0,00	-5.982.909.298,12
7	General Legal Reserves (-)	0,00	0,00
8	NET DISTRIBUTABLE PROFIT / (LOSS) FOR THE PERIOD (=)	-1.928.206.743,00	-9.525.594.349,99
9	Donations Made During the Year (+)	42.944.489,72	
10	Net Distributable Profit / (Loss) for The Period Including Donations	-1.885.262.253,28	
11	First Dividend to Shareholders	0,00	
	- Cash	0,00	
	- Stock	0,00	
	- Total	0,00	
12	Dividends Distributed to Owners of Privileged Shares	0,00	
13	Other Dividends Distributed to the Members of the Board of Directors, Employees and Shareholders etc	0,00	
14	Dividends Distributed to Owners of Redeemed Shares	0,00	
15	Second Dividend to Shareholders	0,00	
16	General Legal Reserves	0,00	
17	Statutory Reserves	0,00	
18	Special Reserves	0,00	
19	EXTRAORDINARY RESERVES	0,00	
20	Other Distributable Reserves	0,00	
	- Retained Earnings		
	- Extraordinary Reserves		
	- Other Distributable Reserves		
	According to Law and Articles of Association		

INFORMATION ON THE DIVIDEND PAYOUT RATIO

DIVIDEND PER SHARE DETAILS

	GROUP	TOTAL DIVIDEND AMOUNT (TL)	DIVIDEND PER SHARE FOR 1 TL NOMINAL VALUE (NET)	
			AMOUNT (TL)	RATIO (%)
GROSS		0,00	0,00	0,00
	TOTAL	0,00	0,00	0,00
NET		0,00	0,00	0,00
	TOTAL	0,00	0,00	0,00

RATIO OF DISTRIBUTED PROFIT SHARE TO NET DISTRIBUTABLE PERIOD PROFIT, INCLUDING DONATIONS

TOTAL DIVIDEND PAID TO SHAREHOLDERS (TL)	THE RATIO OF THE DIVIDEND PAID TO SHAREHOLDERS TO THE NET DISTRIBUTABLE PROFIT FOR THE PERIOD, INCLUDING DONATIONS (%)
0,00	0,00

ŞOK MARKETLER TİCARET A.Ş.

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