

## CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

### ŞOK MARKETLER TİCARET A.Ş. CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

#### SECTION I - STATEMENT OF COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES

The Company has provided in detail below the assessment and findings on the level of compliance with the Corporate Governance Principles and comments on the potential improvement areas related to compliance in terms of scope and quality:

In line with the article 17 of the Capital Markets Law dated December 6, 2012 and numbered 6362, and Corporate Governance Communiqué (II-17.1) released on January 3, 2014, compliance with specified Corporate Governance Principles have become mandatory for companies traded on Borsa Istanbul (BIST) by Capital Markets Board (CMB).

Accordingly, the Company has resolved that the requirements imposed by the CMB are strictly followed. Necessary efforts are undertaken to guarantee compliance with other principles described in those Communiqués.

Accordingly;

- The "Investor Relations Department" was established; the Independent Board Members in the number set forth in the Corporate Governance Principles Communiqué were determined and publicly announced, their résumés were shared, and the Board of Directors was formed,
- Female member was elected to the Board,
- Corporate Governance Committee, Audit Committee, and Early Detection of Risk Committee were formed in a way to directly report to the Board of Directors,
- Working principles of the committees were published on the Public Disclosure Platform and corporate website,
- Committee chairs are elected from among the Independent Members of the Board of Directors,
- Information documents, meeting agenda, annual report, résumés of the nominees for Board Membership, and other matters to be announced were submitted for the information of the investors and shareholders three weeks prior to the General Assembly,
- The Investor Relations Manager was included in the Corporate Governance Committee to ensure compliance of committee members with the Corporate Governance Communiqué,
- Necessary arrangements were made regarding insider trading,
- The corporate website was arranged as stipulated in the principles.

Although full compliance with non-mandatory Corporate Governance Principles is a target, it has not yet been achieved due to difficulties regarding implementation of some principles and some principles failing to align with the existing structure of the market and the Company.

The principles that have not been implemented yet have not resulted in a conflict of interest among stakeholders up today. However, they are being worked on and the plan is to adopt them upon the completion of the administrative, legal and technical infrastructure works that would contribute to the Company's effective management.

The explanations within the scope of compliance with Corporate Governance Principles accompanying the Corporate Governance Communiqué in the accounting period that ended on 31 December 2024 are presented in the annual report, Corporate Governance Compliance Report ("CRF") and Corporate Governance Information Form ("CGIF") announced on Public Disclosure Platform, as well as other relevant sections of the annual report. Related reports can be accessed at <https://www.kap.org.tr/en/sirket-bilgileri/ozet/3913-sok-marketler-ticaret-a-s>

Further works will be carried out in the future to operate the mechanisms of corporate governance practices of the Company more effectively as part of the said principles and to improve our corporate governance practices, including those voluntary principles not yet been implemented.

## Grounds for the Corporate Governance Principles Not Yet Implemented

No model or mechanism was created for the stakeholders to participate in the management. However, the independent members of the Board ensure that the Company and shareholders, as well as all stakeholders, are represented in the management. The Company takes the advice and opinions of the employees, suppliers, various non-governmental organizations, and all other stakeholders into consideration.

There is no written compensation policy for the employees that must be established in accordance with Article 3.1.2 of the Corporate Governance Principles and related works are in progress.

Due to the number of members in the Board of Directors, a member of the board assumes duties in a number of committees.

As per Article 4.6.5 of the "Corporate Governance Principles," the remuneration of the members of the board and executive senior managers as well as all other benefits granted are publicly announced via annual report. The wages paid and all other benefits provided are disclosed collectively, and no disclosure is made on an individual basis yet.

There are no provisions in the Articles of Association, giving the shareholders any personal right to ask for a private audit from the general assembly. The relevant regulations of the Turkish Commercial Code and the Capital Markets Board are deemed sufficient to appoint a private auditor. Every shareholder's right to ask for a private audit is recognized within the framework of the regulations of the Turkish Commercial Code no. 6102 that entered into force on 01.07.2012.

## SECTION II - SHAREHOLDERS

### 2.1. Investor Relations Department

The Investor Relations Department is managed by the Investor Relations Manager functioning under the CFO of the company.

The Department processes any and all written, verbal or online inquiries submitted by current and potential stakeholders. Investor Relations attends all local and international investor conferences and meetings regularly and holds meetings with domestic and foreign institutional investors.

The Investor Relations Department is in charge of disclosures required by the BIST, Capital Markets Board, and Central Registry Agency, to shareholders and stakeholders, and of other communications with these agencies. In addition to organizing the ordinary and extraordinary general assembly meetings, the Investor Relations Department may organize other ad-hoc meetings held at the request of shareholders.

The management attended a total of 4 events, including conferences, roadshows, group meetings and one-to-one meetings, in 2024, and held 167 meetings with existing and potential shareholders.

Information regarding the executives responsible for the Investor Relations Department is presented below.

### Ziya KAYACAN (CFO)

Tel: 0850 221 6755

E-mail address:

yatirimciiliskileri@sokmarket.com.tr

### Nihan Sena ALTINTAŞ (Investor Relations Manager and Corporate Governance Committee Member)

Tel: 0850 221 6755

E-mail address:

yatirimciiliskileri@sokmarket.com.tr

### 2.2. Shareholders' Right to Information

Except for information considered either commercial secret or insider information, all written or verbal requests from our shareholders for information within the period were responded to.

Our shareholders are provided with all the information as required to exercise their rights as shareholders in a healthy manner via quarterly reports and annual reports, material event disclosures, and investor presentations.

The information necessary for shareholders is made available to shareholders at [www.sokmarket.com.tr](http://www.sokmarket.com.tr) and [www.sokmarketyatirimciiliskileri.com](http://www.sokmarketyatirimciiliskileri.com).

Article 15 in the Articles of Association presents information regarding principles and procedures of Company audits, and no request has been forwarded to appoint a private auditor.

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### 2.3. General Assembly Meetings

Pursuant to Article 1527 of the Turkish Commercial Code no. 6102 dated January 13, 2011, which stipulates that online participation in general assembly meetings, making proposals and statements online, and online voting shall have the same legal effects in all aspects as participating and voting in any general assembly meeting in person; and that all companies traded on the stock exchange are required to set up and maintain a system allowing online participation in general assembly meetings and voting; the online General Assembly convenes on the same date and with a parallel agenda as the physical general assembly.

The Ordinary General Assembly meeting for 2023 was held on May 16, 2024. No press members attended the meeting. The invitation for the General Assembly was announced on the Company's official website [www.sokmarket.com.tr](http://www.sokmarket.com.tr) ([www.sokmarketyatirimciiliskileri.com](http://www.sokmarketyatirimciiliskileri.com)), e-GKS system of the CRA, and on the Public Disclosure Platform as specified by law and the Articles of Association, in such a manner to include the agenda. Announcements regarding the General Assembly meeting were made within the legal time limit by notifying the meeting date and agenda.

Prior to the General Assembly Meeting, agenda items, a sample proxy form, résumés of nominees for election as members to the Board, draft amendment to the Articles of Association, balance sheet and profit-loss statements, independent auditor's report and footnotes, Board

of Directors' resolution on dividend distribution, and the resolution on the selection of an independent audit company were published on the official website of the Company, [www.sokmarket.com.tr](http://www.sokmarket.com.tr) ([www.sokmarketyatirimciiliskileri.com](http://www.sokmarketyatirimciiliskileri.com)), e-GKS system of the CRA, and on the Public Disclosure Platform, and also made available for the examination of the shareholders at the head office and branches.

Items on the agenda were addressed in an unbiased and detailed manner, the relevant issues were conveyed in a clear and understandable way at the General Assembly Meeting; shareholders were provided with equal opportunity to express their opinions and raise any questions to create a healthy atmosphere for discussion.

The amount of aids and donations made during the fiscal period was discussed at the General Assembly Meeting as a separate agenda item and shareholders were informed about the same.

No request was sent to the Company by the shareholders regarding the agenda of the meeting.

With the attendance of a total 432,896,830.77 shares representing approximately 72.97% of the paid in capital amounting to TL 593,290,008, the Ordinary General Assembly Meeting for 2023 was held on 16.05.2024, at Kısıklı Mahallesi Hanımseti Sokak, No: 35 B-1 Üsküdar/ ISTANBUL.

According to the list of attendants, of the 593,290,008 shares corresponding to the Company's total capital of TL 593,290,008, 309,958,260.27 shares

with a total nominal value of TL 309,958,260.27 were represented by proxy at the meeting, whereas 19,262.5 shares with a total nominal value of TL 19,262.5 were represented in person, and 122,919,308 shares corresponding to TL 122,919,308 by the representatives of depositors. In total, 432,896,830.77 shares, corresponding to TL 432,896,830.77 were represented at the meeting.

The decisions taken at the Ordinary General Assembly Meeting were published on the Public Disclosure Platform, the corporate website of the company and the e-company platform of CRA on 16.05.2024.

### 2.4. Voting and Minority Rights

According to the Articles of Association, each share carries the right to one vote.

The shareholders who have the right to attend the General Assembly meetings of the Company may also attend them by electronic means, pursuant to Article 1527 of the Turkish Commercial Code. The Company may set-up an electronic general assembly system allowing the shareholders to participate in general assembly meetings, express opinions, share suggestions, and vote as per the terms of the Regulation on the General Assembly Meetings to be held Electronically in Joint Stock Companies or may purchase services from the systems designed for this purpose. In all General Assembly Meetings, it shall be ensured that the beneficiaries and their representatives are able to exercise their rights specified in the provision of the aforementioned Regulation, through the system set-up as described under this provision of the Articles of Association.

The Articles of Association do not contain any provision prohibiting voting by proxy of those who are not shareholders of the Company.

There is no company in which the Company holds reciprocal shares.

There is no privilege to share groups or other shares in the Company's capital. The Company does not implement a cumulative voting method.

## 2.5. Dividend Rights

The Articles of Association do not grant a privilege regarding participation in the Company's profit.

The "Dividend Distribution Policy" of the Company is made publicly available via annual reports and the corporate website.

Based on the decision dated 16.04.2024 as taken by the Board of Directors regarding dividend distribution;

In accordance with the relevant provisions of the Turkish Commercial Code ("TCC"), Capital Markets Legislation and Capital Markets Board ("CMB") Regulations, Corporate Tax Code, Income Tax Code and other applicable laws and regulations, the Company's Articles of Association, and the Company's Dividend Distribution Policy approved by the shareholders at the General Assembly dated 18.07.2018,

- Considering our company's long-term strategies, investment, cash, and financing policies, as well as the best interests of both the company and shareholders, a total of TL 1,500,000,000 in cash dividends will be distributed from the net distributable profit of TL 4,474,686,919.81 for the 2023 accounting period. In compliance with Merkezi Kayıt Kuruluşu A.Ş. ('MKK')

rules on 'fractions' at the time of distribution, the dividend will be paid in two instalments: TL 1,000,000,000 on July 1, 2024, and TL 500,000,000 on October 1, 2024, corresponding to a gross 252.82745% and net 227.54471% of the issued capital.

- Of the TL 1,500,000,000 gross dividend, TL 691,927,563.56 will be distributed from the net distributable profit calculated in accordance with Tax Procedure Law legal records and tax legislation, TL 691,005,726 from retained earnings, TL 12,327,403 from extraordinary reserves, and TL 104,739,307 from other legally distributable reserves in accordance with the company's articles of association.

- Following the allocation of legal and special provisions as required by consolidated financial statements under TAS and TFRS in accordance with CMB and POA regulations, TL 2,762,794,960.85, which is not subject to distribution, has been transferred to the Retained Earnings or Losses account, as approved by our shareholders at the Ordinary General Assembly Meeting.

The first instalment of the TL 1,000,000,000 dividend distribution commenced on July 1, 2024, and was successfully completed on July 3, 2024. The second instalment of TL 500,000,000 began on October 1, 2024, and was finalized on October 3, 2024.

## 2.6. Transfer of Shares

Article 8 of the Articles of Association governs the transfer of shares. According to the aforementioned Article, Ordinary Shares, and Preferred Shares, unless specified otherwise, may be freely transferred pursuant to the Turkish Commercial Code, Capital Markets Law, these Articles of Association, and the provisions of the applicable law.

If any of the proprietors of Preferred Shares wishes to transfer his/her shares partially or wholly to third parties, he/she shall first extend a proposition to other proprietors of Preferred Shares, thereby determining a price in line with the market value of those shares and quantity and shall grant a reasonable time period. The proprietors of Preferred Shares shall be authorized to transfer the Preferred Shares to third party/parties, unless he/she consult the selling proprietor for the purchase of shares under the conditions set forth, within the designated time period.

If the proprietors of Preferred Shares transfer his/her shares to third party/parties, the Preferred Shares subject to such transfer will be immediately converted into Ordinary Shares. The Preferred Shares to be sold on the stock exchange are required to be converted into Ordinary Shares. If the proprietors of Preferred Shares apply to the Central Registry Agency (Merkezi Kayıt Kuruluşu A.Ş.) or any other competent authority serving in a similar nature for conversion into tradable shares, the shares subject to the said application will convert automatically into Ordinary Shares.

## SECTION III - PUBLIC DISCLOSURE AND TRANSPARENCY

### 3.1. Corporate Website and Its Content

Matters regulated by the Corporate Governance Principles of the Capital Markets Board are published on the corporate website of the Company, available both in Turkish and English, at [www.sokmarket.com.tr](http://www.sokmarket.com.tr) (<https://sokmarketyatirimciiliskileri.com/en/>). The majority of the information published on the website has an English version. The corporate website and annual report were reviewed in the year, and actions were taken to make necessary updates.

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### 3.2. Annual Report

The annual report of the Company is prepared in conformity with the Corporate Governance Principles under Corporate Governance Communiqué (Serial No. II-17.1) and other issues stated in the legislation, as detailed as to allow the shareholders and public to access full and accurate information regarding the Company's activities.

## SECTION IV - STAKEHOLDERS

### 4.1. Information to Stakeholders

The "Disclosure Policy" of the Company is implemented within the framework of the rules set by statutory regulations, CMB legislation, and published Communiqués. The Company prepared a written document with regard to public disclosure and information, which was announced to the shareholders via the corporate website of the Company upon approval of the Board of Directors.

The Board of Directors has the mandate regarding the formulation of, and changes to, the disclosure policy of the Company. Disclosure Policy and any changes thereto are published on the corporate website upon the Board of Director's approval.

The Investor Relations Department is in charge of implementing the Disclosure Policy. The core principle is to transmit any and all public information to the relevant person promptly upon request. Information is provided to shareholders verbally or in writing upon request. In cases where material events take place, material event disclosures are made in time. The annual report is prepared in detail to enable the public, all shareholders, and stakeholders to access all kinds of information about the activities of the Company.

### 4.2. Participation of Stakeholders in Management

According to the Articles of Association, the Board of Directors is composed of six or eight members who are elected by the General Assembly upon nomination by the shareholders of different share classes in accordance with the Articles of Association. In the event that the ratio of the Preferred Shares equals 20% (inclusive) of the Company's total capital, or exceeds this ratio, half of the members of the Board of Directors of the Company shall be elected from among the candidates nominated by Preferred Shareholders. The Company does not have any practices related to stakeholders' participation in management.

### 4.3. Human Resources Policy

In our country-wide organization that rapidly grows every day, the Human Resources business processes are managed in full integration with our vision.

At the core of the Human Resources Policy lies building human resources processes by which all employees can amplify their success stories in their career journeys and maintaining continuity of these processes. It also has made it a principle to provide equal opportunities to all employees in this journey and adopt a fair management understanding.

Human Resources Policy is submitted to the information of shareholders via the corporate website and annual report.

## SECTION V - BOARD OF DIRECTORS

### 5.1. Structure and Organization of the Board of Directors

Members of the Board of Directors were elected at the Ordinary General Assembly Meeting held by the Company on May 16, 2024. The Company's Board of Directors consists of 8 non-executive members. Non-executive members include independent members, who satisfy all of the criteria set out in the Capital Markets Law, who have the capacity to perform their duties with impartiality, and who can devote their time to monitor the functioning of the Company and to fulfill all the responsibilities vested in them as independent members.

During appointment of Independent Board Members, the Corporate Governance Committee, which performs the tasks of the nomination committee, screens their independence, and submits them to the Board of Directors. The resumes of the Independent Members of the Board of Directors are available in the Board of Directors section of the annual report and on the corporate website of the Company.

Chairman of the Board of Directors and Chief Executive Officer (CEO) are different persons with separate duties.

There are two female members on the Board. Details of the Members of the Board of Directors are as follows:

Name - Surname	Position	Term of Office/Remaining Term
Cengiz SOLAKOĞLU	Chairman of the Board of Directors	Elected to serve for three years at the Ordinary General Assembly Meeting held on May 16, 2024.
Ali ÜLKER	Vice Chairman of the Board	Elected to serve for three years at the Ordinary General Assembly Meeting held on May 16, 2024.
Murat ÜLKER	Board Member	Elected to serve for three years at the Ordinary General Assembly Meeting held on May 16, 2024.
Mehmet TÜTÜNCÜ	Board Member	Elected to serve for three years at the Ordinary General Assembly Meeting held on May 16, 2024.
Yahya ÜLKER	Board Member	Elected to serve for three years at the Ordinary General Assembly Meeting held on May 16, 2024.
Mehmet Tayfun ÖKTEM	Board Member (Independent)	Elected to serve for three years at the Ordinary General Assembly Meeting held on May 16, 2024.
Fatma Pınar ILGAZ	Board Member (Independent)	Elected to serve for one year at the Ordinary General Assembly Meeting held on May 16, 2024.
Aytaç Saniye MUTLUGÜLLER	Board Member (Independent)	Elected to serve for one year at the Ordinary General Assembly Meeting held on May 16, 2024.

The resumes of the Members of the Board of Directors are provided in the Board of Directors section of the annual report and on the corporate website of the Company.

### Independent Board Members' Statement of Independence

#### Fatma Pınar Ilgaz – Statement of Independence

To the Chairman of the Board of Directors of Şok Marketler Ticaret Anonim Şirketi,

I hereby declare my candidacy to serve as an independent Board Member of Şok Marketler Ticaret Anonim Şirketi, in accordance with the criteria established in the relevant legislation, articles of association, and the Corporate Governance Principles set forth in the Corporate Governance Communiqué (II-17.1) of the Capital Markets Board, and in this regard, I make the following declarations:

a) There has been no employment relationship in the last five years between myself, my spouse, or my relatives by blood or marriage up to the second degree and the

Company, its subsidiaries where it has management control or significant influence, shareholders who control or significantly influence the Company's management, or any legal entities controlled by these shareholders, nor have I held joint or sole ownership of more than 5% of the capital, voting rights, or privileged shares, or engaged in any significant commercial relationship with them.

b) In the last five years, I have not been a partner (holding 5% or more), an employee in a managerial position with significant duties and responsibilities, or a board member in companies from which the Company has substantially purchased or sold services or products under agreements, particularly in areas such as audit (including tax audit, legal audit, and internal audit), rating, and consultancy, during the periods when such transactions took place.

c) I possess the necessary professional training, knowledge, and experience to duly fulfill the responsibilities required of an independent board member.

d) If elected, I will not be employed full-time in public institutions and organizations, except for university faculty positions, provided that such employment complies with the relevant legislation.

e) I am deemed a resident of Turkey under the Income Tax Law (G.V.K.) No. 193, dated 31/12/1960.

f) I uphold strong ethical standards, possess professional reputation and experience that enable me to contribute positively to the Company's operations, maintain impartiality in conflicts of interest between the Company and its shareholders, and make independent decisions while considering stakeholders' rights.



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- g) I am able to dedicate sufficient time to Company affairs to actively monitor business operations and fully fulfill my responsibilities as an independent board member.
- h) I have not served as a board member of the Company for more than six years within the last ten years.
- i) I do not hold independent board member positions in more than three companies controlled by the Company or its controlling shareholders, nor in more than five publicly traded companies in total.
- j) I have not been registered or announced as a board member on behalf of any legal entity elected to the Board of Directors

### Mehmet Tayfun ÖKTEM – Statement of Independence

To the Chairman of the Board of Directors of Şok Marketler Ticaret Anonim Şirketi,

I hereby declare my candidacy to serve as an independent board member of Şok Marketler Ticaret Anonim Şirketi, in accordance with the criteria set forth in the relevant legislation, the articles of association, and the Corporate Governance Principles specified in the Corporate Governance Communiqué (II-17.1) of the Capital Markets Board, and in this regard, I make the following declarations:

- a) There has been no employment relationship in the last five years between myself, my spouse, or my relatives by blood or marriage up to the second degree and the Company, its subsidiaries where it has management control or significant influence, shareholders who control or significantly influence the Company's management, or any legal entities

controlled by these shareholders, nor have I held joint or sole ownership of more than 5% of the capital, voting rights, or privileged shares, or engaged in any significant commercial relationship with them.

b) In the last five years, I have not been a partner (holding 5% or more), an employee in a managerial position with significant duties and responsibilities, or a board member in companies from which the Company has substantially purchased or sold services or products under agreements, particularly in areas such as audit (including tax audit, legal audit, and internal audit), rating, and consultancy, during the periods when such transactions took place.

c) I possess the necessary professional training, knowledge, and experience to duly fulfill the responsibilities required of an independent board member.

d) If elected, I will not be employed full-time in public institutions and organizations, except for university faculty positions, provided that such employment complies with the relevant legislation.

e) I am deemed a resident of Turkey under the Income Tax Law (G.V.K.) No. 193, dated 31/12/1960.

f) I uphold strong ethical standards, possess professional reputation and experience that enable me to contribute positively to the Company's operations, maintain impartiality in conflicts of interest between the Company and its shareholders, and make independent decisions while considering stakeholders' rights.

g) I am able to dedicate sufficient time to Company affairs to actively monitor business operations and fully fulfill my responsibilities as an independent board member.

h) I have not served as a board member of the Company for more than six years within the last ten years.

i) I do not hold independent board member positions in more than three companies controlled by the Company or its controlling shareholders, nor in more than five publicly traded companies in total.

j) I have not been registered or announced as a board member on behalf of any legal entity elected to the Board of Directors

### Aytaç Saniye Mutlugüller – Statement of Independence

To the Chairman of the Board of Directors of Şok Marketler Ticaret Anonim Şirketi,

I hereby declare my candidacy to serve as an independent board member of Şok Marketler Ticaret Anonim Şirketi, in accordance with the criteria set forth in the relevant legislation, the articles of association, and the Corporate Governance Principles specified in the Corporate Governance Communiqué (II-17.1) of the Capital Markets Board, and in this regard, I make the following declarations:

- a) There has been no employment relationship in the last five years between myself, my spouse, or my relatives by blood or marriage up to the second degree and the Company, its subsidiaries where it has management control or significant influence, shareholders who control or significantly influence the Company's management, or any legal entities controlled by these shareholders, nor have I held joint or sole ownership of more than 5% of the capital, voting rights, or privileged shares, or engaged in any significant commercial relationship with them.

b) In the last five years, I have not been a partner (holding 5% or more), an employee in a managerial position with significant duties and responsibilities, or a board member in companies from which the Company has substantially purchased or sold services or products under agreements, particularly in areas such as audit (including tax audit, legal audit, and internal audit), rating, and consultancy, during the periods when such transactions took place.

c) I possess the necessary professional training, knowledge, and experience to duly fulfill the responsibilities required of an independent board member.

d) If elected, I will not be employed full-time in public institutions and organizations, except for university faculty positions, provided that such employment complies with the relevant legislation.

e) I am deemed a resident of Turkey under the Income Tax Law (G.V.K.) No. 193, dated 31/12/1960.

f) I uphold strong ethical standards, possess professional reputation and experience that enable me to contribute positively to the Company's operations, maintain impartiality in conflicts of interest between the Company and its shareholders, and make independent decisions while considering stakeholders' rights.

g) I am able to dedicate sufficient time to Company affairs to actively monitor business operations and fully fulfill my responsibilities as an independent board member.

h) I have not served as a board member of the Company for more than six years within the last ten years.

i) I do not hold independent board member positions in more than three companies controlled by the Company or its controlling shareholders, nor in more than five publicly traded companies in total.

j) I have not been registered or announced as a board member on behalf of any legal entity elected to the Board of Directors

## **5.2. Operating Principles of the Board of Directors**

The Board of Directors took 34 decisions in 2024. (In 2023: 33 decisions).

In 2024, the Board held 5 meetings with an attendance rate of 100%. (In 2023: 5 meetings, 100% attendance rate)

## **BOARD OF DIRECTORS' MEETINGS**

The Board of Directors convenes at any time as required by the activities of the Company. The venue is the Headquarters of the Company. The Board of Directors may convene at any other convenient place in or outside of Turkey, subject to the Board of Directors' resolution.

Chairman or Deputy Chairman sets the agenda for the Board of Directors.

The presence of the majority of the total number of members of the Board of Directors is required for a resolution to be adopted, without prejudice to the provisions of the capital markets legislation. Resolutions shall be adopted by a majority of votes of members present at the meeting.

Meetings may be conducted through teleconference, video conference, or voice or video communication means and resolutions may be adopted upon

signing the minutes related thereto. A resolution may be adopted without the need for a meeting in case that all of the members of the Board of Directors unanimously approved the resolutions by signing them.

Those who have the right to attend the Board of Directors' meetings may also attend them via electronic means, pursuant to Article 1527 of the Turkish Commercial Code. The Company may establish an Electronic Meeting System allowing beneficiaries to participate in Board of Directors' meetings and vote via electronic means, as per the terms of the "Communiqué Regarding the Meetings Other Than General Assembly Meetings to be Held in Electronic Environment in Joint Stock Companies" or may purchase systems designed for this purpose. It shall be ensured in those meetings that the beneficiaries exercise their rights set forth in the provisions of the relevant legislation within the framework of relevant Communiqué of the Ministry through the system set-up or through the system from which support will be received under this provision of the Articles of Association.

In the event of Board of Directors' meetings held in an electronic environment, the provisions related to the quorum in these Articles of Association shall be applicable in the same way.



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Minutes of the meetings and reports of the Audit Committee, Corporate Governance Committee, and Early Detection of Risk Committee were followed up by the Board of Directors in 2024.

No related party transactions or other transactions of significant nature were submitted to the approval of the independent board members during the year. Important decisions with regard to matters that must be disclosed to the public are announced to the public promptly at the end of the meeting.

### 5.3. Number, Structure, and Independence of the Committees formed by the Board of Directors

The Board of Directors have established the Audit Committee, Corporate Governance Committee and Early Detection of Risk Committee. The established committees of the Board of Directors actively carry out their tasks.

Committee chairs are elected from among the Independent Members of the Board of Directors. Independent members assume tasks in multiple committees.

Committees generally convene a few days before, or on the same day as, Board of Directors' meetings.

Working principles of the committees formed under the umbrella of the Board of Directors were prepared and necessary arrangements were put in place regarding the monitoring of such principles by relevant units. The working principles of the committees are available on the Company's corporate website.

### Audit Committee

Full Name	Description
Mehmet Tayfun ÖKTEM	Committee Chairman (Independent Board Member)
Fatma Pinar ILGAZ	Committee Member (Independent Board Member)
Aytaç Saniye MUTLUGÜLLER	Committee Member (Independent Board Member)

The Audit Committee is in charge of assisting the oversight of Board of Directors regarding accuracy and quality of the financial statements and related disclosures of the Company; implementation and effectiveness of the accounting system of the Company; qualifications and independence of independent auditors; determination of the independent audit company; approval and review of the contract between the independent auditor and the Company; effective functioning of the independent audit system; and implementation and effectiveness of the internal audit practices at the Company.

The Audit Committee is composed of at least two members elected by the Board of Directors from among Independent Board Members. The Committee convenes four times a year, no less than once every three months. The Audit Committee convened six times in 2024 and presented reports involving opinions and comments of the committee to the Board of Directors. In 2024, the meeting attendance rate of committee members was 100%.

### Corporate Governance Committee

Full Name	Description
Fatma Pinar ILGAZ	Committee Chairman (Independent Board Member)
Aytaç Saniye MUTLUGÜLLER	Committee Member (Independent Board Member)
Mehmet Tayfun ÖKTEM	Committee Member (Independent Board Member)
Mehmet TÜTÜNCÜ	Committee Member (Board Member)
Nihan Sena ALTINTAŞ	Committee Member (Investor Relations Manager)

The duties of Nomination Committee and Remuneration Committee, as stipulated by the Corporate Governance Principles, have been assumed by the Corporate Governance Committee due to the structure of the Board of Directors.

The Corporate Governance Committee is tasked with monitoring the Company's compliance with Corporate Governance Principles, undertake improvement efforts, and submit proposals to the Board of Directors on this matter, in conformity with the CMB Legislation and the Corporate Governance Principles of the Capital Markets Board.

Corporate Governance Committee consists of at least 3 members, including 2 Board Members and the Investor Relations Department Manager.

In 2024, the Corporate Governance Committee convened six times and presented reports including opinions and comments to the Board of Directors. In 2024, the meeting attendance rate of committee members was 100%.

### Early Detection of Risk Committee

Full Name	Description
Mehmet Tayfun ÖKTEM	Committee Chairman (Independent Board Member)
Cengiz SOLAKOĞLU	Committee Member (Board Member)
Aytaç Saniye MUTLUGÜLLER	Committee Member (Independent Board Member)
Fatma Pınar ILGAZ	Committee Member (Independent Board Member)

The main objectives of the Early Detection of Risk Committee working under the Board of Directors are;

- Early detection of strategic, operational, financial, legal, and other risks of any nature that may jeopardize the Company's existence, growth, and business continuity; controlling and validating effective management of the detected risks via assessment within the scope of the corporate risk-taking limits of the Company;
- Prioritizing those risks above the corporate risk-taking limits by their impact and probability;
- Determining and implementing necessary measures against detected risks, and managing risks.

The Early Detection of Risk Committee is composed of at least two members.

The majority of the Committee members are non-executive Board Members. The Chief Executive Officer/CEO may not assume duties in the committees.

The committee convenes six times in a given year at maximum, no less than once every two months. The meetings of the Committee may be held with members attending in person or via technological communication means. The timing of the meetings is aligned with the timing of the Board meetings where possible.

The committee prepares a report on the findings and suggestions in their areas of duty and responsibility, as a result of the meetings held once every two months, and submits such reports to the Board of Directors.

In 2024, the Early Detection of Risk Committee convened six times and presented reports including opinions and comments to the Board of Directors. In 2024, the meeting attendance rate of committee members was 100%.

### 5.4. Risk Management and Internal Control Mechanism

The Company's risk management related activities are carried out by the Early Detection of Risk Committee. The Company is regularly audited by the audit units of its main partner Yıldız Holding A.Ş. and an independent audit firm. The findings derived in these audits are reported to the members of the board of directors along with the Audit Committee. The Company's workflows, procedures, and the authorities and responsibilities of employees have been placed under control and subjected to constant supervision within the framework of risk management.

### 5.5. Strategic Objectives of the Company

The strategic objectives, mission, and vision of ŞOK Marketler are to become the most preferred retail brand and the leading modern food retailer in Turkey while continuing to create value for our investors.

### 5.6. Remuneration

The remuneration of the members of the Board of Directors is determined by the General Assembly according to the financial situation of the Company.

At the Ordinary General Assembly meeting held on May 16, 2024, it was decided to pay a monthly net salary of TL 34,000 to Cengiz SOLAKOĞLU and Independent Members of the Board of Directors Mehmet Tayfun ÖKTEM, Fatma Pınar ILGAZ, and Aytaç Saniye MUTLUGÜLLER, and not to pay any remuneration to Ali ÜLKER, Murat ÜLKER, Mehmet TÜTÜNCÜ, and Yahya ÜLKER, who are the other members of the Board of Directors.