



**Şok Marketler Ticaret A.Ş.**

**01.01.2023 – 31.03.2023**

**Interim Report**

## **APPENDIX**

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## 1. About Şok Marketler

Şok Marketler Ticaret Anonim Şirketi (“Şok” or the “Company”) was established in 1995 to operate in the retail sector, selling fast moving consuming products in Turkey. The registered address of the Company is Kısıklı mah. Hanımseti sok No:35 B/1 Üsküdar and continues its activities in 81 provinces of Turkey. The number of personnel is 46.438 as of 31 March 2023 (31 December 2022: 45.293).

Şok and its subsidiaries (together the “Group”), are comprised of the parent, Şok and two subsidiaries in which the Company owns the majority share of the capital or which are controlled by the Company.

On 25 August 2011, Şok 's shares were transferred from Migros Ticaret A.Ş..

The Group acquired 18 stores of Dim Devamlı İndirim Mağazacılık A.Ş between February 21, 2013 and March 28, 2013. The purchase was not made through the purchase of shares but through the purchase of the assets in stores.

On 19 April 2013, the Group signed share transfer agreement for the purpose of purchasing 100% of the DiaSA Dia Sabancı Süpermarketleri Tic. A.Ş ("DiaSA"). All of DiaSA's shares were transferred to Şok Marketler A.Ş. on 1 July 2013.

On 8 July 2013, 100% of the shares of Onur Ekspres Marketçilik A.Ş. was purchased by Şok. DiaSA and OnurEx merged with Şok on 1 November 2013 and 19 December 2013, respectively.

On 29 May 2015, the Group acquired 80% share of Mevsim Taze Sebze Meyve San. ve Tic. A.Ş. (“Mevsim”). On June 23, 2022, she acquired the remaining 20% of the shares, and had 100% of the shares.

On 26 December 2017, the Group acquired 55% shares of Teközel Gıda Temizlik Sağlık Marka Hizmetleri Sanayi ve Ticaret A.Ş. (“Teközel”) and 45% shares on 2 July 2018, respectively. The Company merged with Teközel on 10 May 2019 with CMB approval dated 28 March 2019 and Trade Registry approval dated 10 May 2019. After the merger Şok acquired %100 shares of Teközel’s subsidiary UCZ Mağazacılık Tic. A.Ş (“UCZ”).

The Group’s public shares are traded on Borsa İstanbul (BIST) as of 18 May 2018.

Within the framework of the registered capital system, with the completion of the public offering by restricting the rights of the existing shareholders to purchase new shares simultaneously, total capital of the Company increased by TL 33.428.571 to TL 611.928.571. As a result of the cancellation of the repurchased shares corresponding to TL 18.638.563, the Company's capital of TL 611.928.571 is decreased by TL 18.638.563 and became TL 593.290.008 as of June 1, 2022.

The Group's shareholding structure is presented in Note 20 of the footnotes.

As of 31 March 2023 the Group has a total of 10.214 stores (31 December 2022: 10.281).

The Group's internet address is [www.sokmarket.com.tr](http://www.sokmarket.com.tr).

## 2. General Information

### a) Shareholding Structure

Shareholder structure of Şok Marketler as of March 31, 2023 is stated below;

| Shareholders                                     | %             |                    |
|--|---------------|--------------------|
| Turkish Retail Investments B.V.                  | 24,27         | 144.000.000        |
| Gözde Girişim Sermayesi Yat.Ort. A.Ş.            | 23,66         | 140.400.327        |
| European Bank for Reconstruction and Development | 5,72          | 33.950.000         |
| Small Cap World Fund Inc.                        | 5,33          | 31.602.962         |
| İstanbul Portföy Yıldız Serbest Özel Fon         | 5,13          | 30.428.571         |
| Yıldız Holding A.Ş.                              | 0,51          | 3.000.000          |
| Publicly listed & Other                          | 35,38         | 209.908.148        |
| <b>Total</b>                                     | <b>100,00</b> | <b>593.290.008</b> |

### b) Board of Directors

Members' names and roles are as follows:

| Name Surname             | Title                      | Term  |
|--------------------------|----------------------------|---|
| Cengiz SOLAKOĞLU         | Chairman                   | Board members were elected for a term of three years at the Ordinary General Assembly Meeting held on 26 May 2021 |
| Ali ÜLKER                | Deputy Chairman            | Board members were elected for a term of three years at the Ordinary General Assembly Meeting held on 26 May 2021 |
| Erman KALKANDELEN        | Board Member               | Board members were elected for a term of three years at the Ordinary General Assembly Meeting held on 26 May 2021 |
| Murat ÜLKER              | Board Member               | Board members were elected for a term of three years at the Ordinary General Assembly Meeting held on 26 May 2021 |
| Mehmet TÜTÜNCÜ           | Board Member               | Board members were elected for a term of three years at the Ordinary General Assembly Meeting held on 26 May 2021 |
| Ahmet BAL                | Board Member (Independent) | Board members were elected for a term of three years at the Ordinary General Assembly Meeting held on 26 May 2021 |
| Fatma Pınar ILGAZ        | Board Member (Independent) | Board members were elected for a term of three years at the Ordinary General Assembly Meeting held on 26 May 2021 |
| Aytaç Saniye MUTLUGÜLLER | Board Member (Independent) | Board members were elected for a term of three years at the Ordinary General Assembly Meeting held on 26 May 2021 |

Our Company's Ordinary General Assembly for the 2022 fiscal year will be held on 06/06/2023 at 14:00 at Kısıklı Mahallesi Hanımseti Sok. No:35 B-1 Üsküdar/İstanbul.

At the BoD meeting dated 04.05.2023 it has been resolved to submit to the approval of the General Assembly the following;

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 the long-term strategies, investment, cash and financing policies of our Company; a total of TL 300,000,000.00 ("gross"), and TL 270,000,000.00 ("net"), corresponding to 50.56549% gross and 45.50894% net of the "Paid-in Capital", "cash" dividend distribution will be made in line with the "fraction" rules of Merkezi Kayıt Kuruluşu A.Ş. ("MKK") in effect on the date of dividend distribution starts. The dividend distribution shall start on December 31, 2023, at the latest.

- After setting aside the aforementioned legal and special reserves according to the consolidated financial statements, prepared in compliance with TAS and TFRS and within the framework of CMB and POA regulations, to register the non-distributable amount of TL 2,020,025,706.92 in the "Retained Earnings or Accumulated Losses" account, and after setting aside the aforementioned legal and special reserves according to the Statutory Accounting Records, to register the non-distributable amount of TL 322,716,737.26 in the "Extraordinary Reserves" account.

- To give authorization to the CEO Uğur Demirel and CFO Ziya Kayacan for determining the date of the dividend distribution

### c) Executive Board

Executive Board of Şok Marketler as of March 31, 2023 is stated below;

| Name Surname    | Title   | Address   |
|-----------------|---|---|
| Uğur Demirel    | CEO   | Kısıklı Mahallesi<br>Hanımseti Sokak No:35<br>B/1 Üsküdar, İstanbul |
| Ziya Kayacan    | CFO   |   |
| Tuncer Konak    | Human Resources Director                                    |   |
| Hakan Koyun     | General Manager of Sales & Operation                        |   |
| İsmail Özen     | General Manager of Trade                                    |   |
| Nilhan Gülbahçe | Marketing Director  |   |
| Kenan Hatipoğlu | Construction, Technical Purchasing, and Investment Director |   |
| Harun Güvendi   | Supply Chain Director                                       |   |
| Mustafa Kurtçu  | Projects and Business Development Director                  |   |
| Aytaç Tombaz    | Information Technologies Director                           |   |

### 3. Operations

The Company operates in the food retail market in Turkey. As of March 31,2023, the Company has a total of 10.214 stores.

### 4. Investments

For the period of 1 January- 31 March 2023, the Company opened 163 stores and closed 230 stores due to earthquake and total capital expenditure was TL 423 million.

### 5. Events After the Reporting Period

It is given in Note 31- Subsequent Events in the footnotes of the financial statements for the period 01.01.2023 – 31.03.2023.

## 6. Financials

The details of the Company's subsidiaries at March 31, 2023 and December 31, 2022 are as follows:

| Subsidiaries                              | 31 March<br>2023        | 31 December<br>2022 | 31 March<br>2023        | 31 December<br>2022 |
|---|-------------------------|---------------------|-------------------------|---------------------|
|   | Direct Ownership Rate % |                     | Group Efficiency Rate % |                     |
| Mevsim Taze Sebze Meyve San. ve Tic. A.Ş. | 100%                    | 100%                | 100%                    | 100%                |
| UCZ Mağazacılık Tic. A.Ş.                 | 100%                    | 100%                | 100%                    | 100%                |

Consolidated financial statements include financial statements of entities controlled by the Group and its subsidiaries.

Control is obtained by the Group, when the following terms are met;

- Having power over the invested company/assets
- Is exposed, or has rights, to variable returns from its involvement with the investee; and
- Has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Profit or loss and other comprehensive income are attributable to the equity holders of both the parent company and non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of the subsidiaries in relation to accounting policies so that they conform to the accounting policies followed by the Group. All cash flows from in-group assets and liabilities, equity, income and expenses, and transactions between Group companies are eliminated in consolidation.

Consolidated Income Statement Summary for the period of 1Q'23 and 1Q'22;

| 1Q2022 & 1Q2023 Consolidated Income Statement Summary     |               |           |          |               |           |          |
|---|---------------|-----------|----------|---------------|-----------|----------|
| TL mn   | Excl. IFRS 16 |           |          | Incl. IFRS 16 |           |          |
|   | 1Q2022        | 1Q2023    | Δ (%)    | 1Q2022        | 1Q2023    | Δ (%)    |
| Net Sales   | 10.196,4      | 20.763,9  | 103,6%   | 10.196,4      | 20.763,9  | 103,6%   |
| Gross Profit  | 2.507,4       | 4.808,2   | 91,8%    | 2.507,4       | 4.808,2   | 91,8%    |
| Gross Profit %  | 24,6%         | 23,2%     | -1,4 Ppt | 24,6%         | 23,2%     | -1,4 Ppt |
| Marketing, Selling & GA Expenses (-)                      | (1.998,2)     | (4.166,4) | 108,5%   | (1.854,5)     | (3.935,3) | 112,2%   |
| Amortisation  | (91,5)        | (133,0)   | 45,4%    | (241,0)       | (366,5)   | 52,1%    |
| Marketing, Selling & GA Expenses (-) (Excl. Amortisation) | (1.906,7)     | (4.033,4) | 111,5%   | (1.613,6)     | (3.568,9) | 121,2%   |
| EBITDA  | 600,7         | 774,8     | 29,0%    | 893,8         | 1.239,3   | 38,7%    |
| EBITDA %  | 5,9%          | 3,7%      | -2,2 Ppt | 8,8%          | 6,0%      | -2,8 Ppt |
| Operating Profit (EBIT)                                   | 381,5         | 508,5     | 33,3%    | 525,2         | 739,6     | 40,8%    |
| Income/(Expense) From Investing Activities                | 40,9          | 28,3      | -30,8%   | 40,9          | 28,3      | -30,8%   |
| Financial Expense   | (60,0)        | (109,5)   | 82,5%    | (250,9)       | (396,5)   | 58,0%    |
| Profit Before Tax   | 362,4         | 427,3     | 17,9%    | 315,2         | 371,3     | 17,8%    |
| Net Profit For The Period                                 | 288,2         | 443,6     | 53,9%    | 250,3         | 399,1     | 59,4%    |

Consolidated Balance Sheet Summary for the period of 1Q'23 and 12M'22;

| TL mn                       | Excl. IFRS 16   |                 | Incl. IFRS 16   |                 |
|-----------------------------|-----------------|-----------------|-----------------|-----------------|
|                             | 31.12.2022      | 31.03.2023      | 31.12.2022      | 31.03.2023      |
| Cash & cash equivalents     | 859,1           | 1.584,9         | 859,1           | 1.584,9         |
| Trade receivables           | 136,0           | 139,1           | 136,0           | 139,1           |
| Inventories                 | 8.828,5         | 10.353,3        | 8.828,5         | 10.353,3        |
| Other current assets        | 639,6           | 845,8           | 634,8           | 841,1           |
| <b>Total Current Assets</b> | <b>10.463,2</b> | <b>12.923,1</b> | <b>10.458,4</b> | <b>12.918,4</b> |
| Property & equipment        | 3.044,2         | 3.329,5         | 3.044,2         | 3.329,5         |
| Intangible assets           | 724,1           | 728,2           | 724,1           | 728,2           |
| Other non-current assets    | 778,0           | 869,5           | 4.550,2         | 4.773,3         |
| <b>Non-Current Assets</b>   | <b>4.546,4</b>  | <b>4.927,3</b>  | <b>8.318,6</b>  | <b>8.831,1</b>  |
| <b>Total Assets</b>         | <b>15.009,5</b> | <b>17.850,4</b> | <b>18.777,0</b> | <b>21.749,5</b> |

| TL mn                                | Excl. IFRS 16   |                 | Incl. IFRS 16   |                 |
|--------------------------------------|-----------------|-----------------|-----------------|-----------------|
|                                      | 31.12.2022      | 31.03.2023      | 31.12.2022      | 31.03.2023      |
| Short term financial liabilities     | 0,0             | 0,0             | 0,0             | 0,0             |
| Trade payables                       | 10.269,2        | 12.267,9        | 10.269,2        | 12.267,9        |
| Other current payables               | 1.064,3         | 1.510,4         | 2.528,8         | 3.000,8         |
| <b>Total Current Liabilities</b>     | <b>11.333,5</b> | <b>13.778,4</b> | <b>12.797,9</b> | <b>15.268,7</b> |
| <b>Total Non-Current Liabilities</b> | <b>302,2</b>    | <b>308,0</b>    | <b>3.113,6</b>  | <b>3.269,5</b>  |
| Shareholder's equity                 | 3.373,8         | 3.764,1         | 2.865,4         | 3.211,3         |
| Non-controlling interests            | 0,0             | 0,0             | 0,0             | 0,0             |
| Total equity                         | 3.373,8         | 3.764,1         | 2.865,4         | 3.211,3         |
| <b>Total Liabilities and Equity</b>  | <b>15.009,5</b> | <b>17.850,4</b> | <b>18.777,0</b> | <b>21.749,5</b> |

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