

**THE MINUTES OF THE ORDINARY GENERALASSEMBLY OF 2005  
OF BIM BİRLEŞİK MAĞAZALAR A.Ş.  
HELD ON 04.04.2006**

Bim Birleşik Mağazalar A.Ş.'s Ordinary General Meeting was held on 4 April 2006, Tuesday, at 10.00 hrs at Grand Cevahir Hotel at Darülaceze Caddesi No.9, Şişli/İstanbul under the supervision, a Ministry of Industry and Commerce commissioner appointed by letter number 14319 dated 03.04.2006 from the Istanbul Provincial Directorate of Industry and Commerce.

The invitation for the meeting was announced in Turkish Trade Registry Gazette no 6502 dated 28.02.2006 and Hürriyet and Yeni Şafak newspapers on 14.03.2006 in compliance with the laws and the articles of association and by inclusion of the agenda, thus the date and agenda of the meeting was notified within the required period.

Upon examination of the table of participants, it is understood that, from 25,300,000 shares corresponding to 25,300,000 YTL capital of the company, 5,844,043 shares were represented in person and 9,815,554 shares were represented by proxy and this way, the meeting quorum required by the laws and articles of association was obtained. Upon this, the meeting was opened by the commissary of the Ministry of Industry and Commerce and the discussion of the agenda was started.

1- Election of Ekrem PAKDEMİRLİ as the Chairman of the Council of Meeting, Galip AYKAÇ as the vote collector and Haluk DÖRTLÜOĞLU as the secretary was decided by the participants unanimously. Authorization of the Council of Meeting for signing the extraordinary general assembly meeting minutes is unanimously decided by the participants.

2. The report of the Board of Directors and Auditors Report for activities in 2005, as well as the summary of the report issued by Güney Serbest Muhasebeci Mali Müşavirlik A.Ş., the external auditing company, were read and discussed.

3. The report of the Board of Directors and Auditors Report for the works and accounts in 2005 and the balance sheet, income statements that are arranged in compliance with Capital Market Board's Communiqué Series: XI No:25 and the balance sheet, income statements that are arranged in compliance with the legal records were read and discussed. After the voting, the balance sheet, income statements were approved unanimously.

4. Within the frame of the provisions of the legislations and according to the financial statements that are issued in compliance with the legal records, it is seen that the Company had concluded the 2005 activity period with a profit of 30.152.008,77 (thirty million one hundred fifty two thousand eight YTL seventy seven YKR) after taxation; and according to the financial statements that are issued in compliance with the Accounting Standards of Capital Market Board it is seen that the Company had concluded the 2005 activity period with a profit of 30.197.000 (thirty million one hundred ninety seven YTL) after taxation.

1.507.600,44 (one million five hundred seven thousand six hundred YTL and fourty four YKR) from the profit was allocated as the 1<sup>st</sup> Legal Reserve, and afterwards it is unanimously decided; to distribute to the partners dividend of gross 25.300.000.- (twenty five million three hundred thousand YTL) corresponding to 100% percent of the paid-in capital of 25.300.000.- (twenty five million three hundred thousand YTL) from the remaining amount and to allocate 2.403.500 (two million four hundred three thousand five hundred YTL) as the 2<sup>nd</sup> Legal Reserves, to use 1 YTL (nominal value) = 1 piece = 1 Lot equation in the calculation of the profit to be distributed, this way, to pay gross 1 YTL profit share to 1 YTL share that is completely paid-in and registered, to start the profit distribution on 20 April 2006 Friday and finally to allocate the remaining amount as the extraordinary legal reserves.

Information is given to the General Assembly regarding have not adopted any decision as yet on a profit distribution plan that is determined for 2006 or the years that follow.

5. The acquittal of the Members of the Board of Directors and Auditors is decided by unanimous decision of the participants.

6. Open election was performed for the Members of the Board of Directors of the company. Mustafa Latif TOPBAŞ, Mehmet Fatih SARAÇ, Ömer Hulusi TOPBAŞ, Mahmud Pyirali Kassamali MERALİ and Zeki Ziya SÖZEN were elected unanimously, in order to serve until the next ordinary general assembly and again Ekrem PAKDEMİRLİ and Hasan Hasip BULDANLIOĞLU were elected as the independent members in order to serve until the next ordinary general assembly. The participation fee of net 1.500 (one thousand five hundred YTL) is decided unanimously by the participants, to be paid to the members.

7. In compliance with our articles of association, an election was made for the auditors. As a result of the open voting, Arif Ateş VURAN and Selahattin TUNCER were elected as the auditors to serve until the next ordinary general assembly meeting and it is unanimously decided to pay each of them a monthly salary of 1.000 (one thousand YTL).

8. General Assembly was provided the information concerning the grants and aids made by the Company in 2005.

9. The board of director's selection of "Güney Serbest Muhasebeci Mali Müşavirlik A.Ş" as the independent audit company for 2006 from the list published by Capital Market Board was presented to the general assembly for approval and this was unanimously approved by the participants.

10. Since nobody else took the floor and since there was no other item to be discussed on the agenda, the meeting was concluded and this minutes was issued and signed by the council of the meeting with the participation of the commissary of the Ministry of Industry and Commerce.

Ekrem PAKDEMİRLİ  
Chairman of the Council  
Of Meeting

Galip AYKAÇ  
Vote collector

Haluk DORTLUOĞLU  
Secretary

DEMİR İNAL  
Commissary of Ministry  
of Industry and Commerce