

**THE MINUTES OF THE ORDINARY GENERAL ASSEMBLY OF 2006
OF BIM BİRLEŞİK MAĞAZALAR A.Ş.
HELD ON 19.04.2007**

Bim Birleşik Mağazalar A.Ş.'s Ordinary General Meeting was held on 19 April 2007, Thursday, at 10.00 hrs at Company's head office at the address Abdurrahmangazi Mah. Ebubekir Cad. No.289 Samandıra-İstanbul under the supervision, a Ministry of Industry and Commerce commissioner appointed by letter number 22925 dated 18.04.2007 from the Istanbul Provincial Directorate of Industry and Commerce.

The invitation for the meeting was announced in Turkish Trade Registry Gazette no 6756 dated 01.03.2007 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, 6.737.348 shares were represented in person and 6.252.776 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 Prof. Dr. Ekrem PAKDEMİRLİ as the Chairman of the Council of Meeting, Galip AYKAÇ as the vote collector and Haluk DORTLUOĞLU 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 2006, 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 2006 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 unconsolidated financial statements that are issued in compliance with the legal records, it is seen that the Company had concluded the 2006 activity period with a profit of 69.141.629,17 (sixty nine million one hundred fourty one thousand six hundred twenty nine YTL seventeen 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 2006 activity period with a profit of 71.972.000 (seventy one million nine hundred seventy two YTL) after taxation.

2.395.177,31 (two million three hundred ninety five thousand one hundred seventy seven YTL and thirty one YKR) from the profit was allocated as the 1st Legal Reserve, and afterwards it is unanimously decided; to distribute to the partners dividend of gross 55.660.000.- (fifty five million six hundred sixty thousand YTL) corresponding to 220% percent of the paid-in capital of 25.300.000.- (twenty five million three hundred thousand YTL) from the remaining amount and to allocate 5.439.500 (five million four hundred thirty nine thousand five hundred YTL) as the 2nd 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=net 2,2 YTL profit share to 1 YTL share owned by the shareholders that are not subject to withholding tax and to pay net 1,87 YTL (gross 2,2 YTL) profit share to 1 YTL share to the other shareholders, and finally to start the profit distribution on 16 May 2007 Wednesday.

5. As a dividend payment policy regarding 2007 and the followings years, it is unanimously decided to pay dividend that corresponds at least to %30 of the attributable profit for 2007 and following years.

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

7. 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 Yalçın ÖNER were elected as the independent members in order to serve until the next ordinary general assembly. The participation fee of net 1.800 (one thousand eight hundred YTL) is decided unanimously by the participants, to be paid to the members. The shareholder of Pennsylvania Public School Employees Retirement System abstained from the voting of this decision.

8. 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 1.200 (one thousand two hundred YTL). The shareholder of Pennsylvania Public School Employees Retirement System abstained from the voting of this decision.

9. General Assembly was provided the information concerning the grants and aids made by the Company in 2006.

10. The board of director's selection of "Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş" as the independent audit company for 2007 from the list published by Capital Market Board was presented to the general assembly for approval and this was unanimously approved by the participants.

11. 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