

**THE MINUTES OF THE ORDINARY GENERAL ASSEMBLY OF 2007
OF BİM BİRLEŞİK MAĞAZALAR A.Ş.
HELD ON 30.04.2008**

Bim Birleşik Mağazalar A.Ş.'s Ordinary General Meeting was held on 30 April 2008, Wednesday, at 14.30 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 24439 dated 29.04.2008 from the Istanbul Provincial Directorate of Industry and Commerce.

The invitation for the meeting was announced in Turkish Trade Registry Gazette no 7009 dated 28.02.2008 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, 6.704.967 shares were represented in person and 6.219.733 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 Chairman of the Board, Mustafa Latif TOPBAŞ 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 2007, as well as the summary of the report issued by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., the external auditing company, were read and discussed.

The shareholder of California State Teachers Retirement System ,The Central Europe And Russia Fund Inc , Caisse De Depot Et Placement Du Quebec ,West Virginia Investment Management Board, Tcw Americas Development Association L.P. ,Ssga Emerging Markets Fund ,Master Trust Bank Of Japan Ltd Re Mtbc400035147, Consulting Group Capital Markets Funds Emerging Ma , Caisse Forward Eastern Europe

Equities Fund & Central States Southeast Southwest Areas Pension abstained from the voting of this decision.

3. The report of the Board of Directors and Auditors Report for the works and accounts in 2007 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. According to the financial statements that are issued in compliance with the legal records, it is seen that our company had concluded its 2007 activity period with a profit of TRY 105.338.954,90 (One hundred and five million and three hundred thirty eight thousand and nine hundred fifty four New Turkish Liras and ninety New Kurushes) after taxation and according to financial statements issued in compliance with accounting standards of Capital Market Board (CMB) it is seen that the company had concluded its 2007 activity period with the profit of 108.472.000 (One hundred and eight million and four hundred seventy two thousands TRY) after taxation.

Decided unanimously to distribute to the shareholders the dividend of gross TRY 48.070.000 (Forty eight million and seventy thousand New Turkish Liras) in cash which corresponds to 190% of the paid capital and after fulfilling the legal requirements and obtaining the necessary authorizations from Turkey's Ministry of Industry and Trade and from Capital Markets Board , to distribute the dividend of TRY 50.600.000 (Fifty million and six hundred thousand New Turkish Liras) in stocks by adding them to the company's capital which corresponds to %200 of the paid capital ; and to allocate an amount of TRY 4.680.500 (Four million six hundred eighty thousand and five hundred TRY) as 2nd Legal Reserve; to use the "equation of TRY 1.- (Nominal value) = 1 piece = 1 Lot" in calculation of the distributable profit in cash and therefore to pay a dividend of gross=net TRY 1,9.- for each fully paid bearer share of TRY 1.- for our shareholders whose dividends are not subject to withholding tax and to pay a net dividend of TRY 1,615.- to each share of TRY 1.- (gross TRY 1,9,-) for our other shareholders and to allocate the remaining balance as extraordinary reserve and to initiate the payment of cash dividends on 28 May 2008, Wednesday.

5. Due to the 2007 financial year, 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, Ömer Hulusi TOPBAŞ, Zeki Ziya SÖZEN, Yalçın ÖNER ve Jozef Wilhelmus Johannes SİMONS were elected unanimously, in order to serve until the next ordinary general assembly and again Ekrem PAKDEMİRLİ ve Mahmud Pyirali Kassamali MERALI were elected as the independent members in order to serve until the next ordinary general assembly. The participation fee of net 2.200 (two thousand two hundred YTL) is decided unanimously by the participants, to be paid to the members.

The shareholders of Commonwealth of Pennsylvania Public School Employees Retirement System , Icon Europe Fund & Caisse De Depot Et Placement Du Quebec abstained from the voting of this decision.

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 1.500 (one thousand five hundred YTL).

The shareholders of Commonwealth of Pennsylvania Public School Employees Retirement System & Icon Europe Fund abstained from the voting of this decision.

8. General Assembly was provided the information concerning the grants and aids made by the Company in 2007

The shareholders of Ssga Emerging Markets Fund , Caisse De Depot Et Placement Du Quebec, California State Teachers Retirement System, Master Trust Bank Of Japan Ltd Re Mtbc400035147, Consulting Group Capital Markets Funds Emerging Ma, The Central Europe And Russia Fund Inc, Forward Eastern Europe Equities Fund , Cenral States Southeast Southwest Areas Pension , West Virginia Investment Management Board, Tcw Americas Development Association L.P. abstained from the voting of this decision.

9. The board of director's selection of "Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş" as the independent audit company for 2008 from the list published by Capital Market Board was presented to the general assembly for approval and this was unanimously approved by the participants

The shareholders of Commonwealth of Pennsylvania Public School Employees Retirement System & Icon Europe Fund abstained from the voting of this decision.

10. With the proposal of Chairman of the Council, all shareholders in the General Assembly Meeting thanked to the Board of Director and Company Senior Management for the successful 2007 activity period .

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
DİVAN BAŞKANI

Galip AYKAÇ
REY MEMURU

Haluk DORTLUOĞLU
KATİP

Demir İNAL
T.C. SANAYİ VE TİCARET
BAKANLIĞI KOMİSERİ