

**THE MINUTES OF THE ORDINARY GENERAL ASSEMBLY OF 2008
OF BİM BİRLEŞİK MAĞAZALAR A.Ş.
HELD ON 24.04.2009**

Bim Birleşik Mağazalar A.Ş.'s Ordinary General Meeting was held on 24 April 2009, Friday, 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 22054 dated 22.04.2009 from the Istanbul Provincial Directorate of Industry and Commerce.

The invitation for the meeting was announced in Turkish Trade Registry Gazette no 7276 dated 24.03.2009 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 75.900.000 shares corresponding to 75.900.000 TL capital of the company, 20.199.251 shares were represented in person and 18.795.568 shares were represented by proxy and this way, the meeting quorum required by the laws and articles of association was obtained with total 38.994.819 shares. 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 2008, 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, Bbh/ The Central Europe And Russia Fund Inc, Caisse De Depot Et Placement Du Quebec, Wasatch International Growth Fund, Citibank/Stiching Pensioenfondes Metaal En Tech., Alaska Permanent Fund Corporation, Bbh /The Master Trust Bank Of Japan Ltd Re Mtbc400035147, Wasatch Emerging Markets Small Cap Fund, Bbh/

Consulting Group Capital Markets Funds Emerging Ma, Old Mutual Clay Finlay Emerging Markets Fund, Citibank/ Pfmt Re Bibaid Arrowst Capital Em, Ing Bm 1-Ing Consumer Staples Basis Funds, The Rockefeller Foundation, Scholl Employees Retirement System Of Ohio, John Hancock Trust Int. Equity Index Trust A, Central States Southeast And Southwest Areas Pension Fund, Bell Atlantic Master Trust, Citibank/ Sticing Mn Services A Andelefonds Emerging Markets, John Hancock Trust Int. Equity Index Trust B, John Hancock Funds Ii Int. Equity Index Fund, Bony,Ing Bewaar Maatschappij 1 B.V. Ing Cost -Europes Fonds, Citibank/ Old Mutual Global Funds Plc, Ssga Emerging Markets Fund mentioned their abstained comments on the subject.

3. The balance sheet, income statements that are arranged in compliance with Capital Market Board's Communiqué Series: XI No:29 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 with majority of votes.

The shareholder of Ishares Mcsi Emerging Markets Index Fund, Barclays Global Inves.N A Inv.Funds For Emp, Barclays Global Inves.Nat.Association, Ishares Mcsi Turkey Investa Mrkt Index Fund, Bgi Emerging Mrk.Strategic Insights Fund Ltd abstained from the voting of this decision.

The shareholder of Scholl Employees Retirement System Of Ohio voted against the decision.

4. According to financial statements issued in compliance with accounting standards of Capital Market Board (CMB) it is seen that the company had concluded it 2008 activity period with the profit of 114.180.000 (One hundred fourteen million and one hundred eighty thousands TRY) after taxation.

It is decided with majority of votes to distribute to the shareholders the dividend of gross TRY 60.720.000 (Sixty million seven hundred and twenty thousands Turkish Liras) in cash which corresponds to 80% of the paid capital and to allocate an amount of TRY 5.496.297,59 (Five million four hundred ninety six thousand and two hundred ninety seven TRY, fifty nine kuruş) as 1st Legal Reserve and TRY 5.692.500 (Five million six hundred ninety two 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 0,8.- 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 0,68.- to each share of TRY 1.- (gross TRY 0,8) for our other shareholders and to allocate the remaining

balance as extraordinary reserve and to initiate the payment of cash dividends on 27 May 2009, Wednesday.

The shareholder of Commonwealth Of Pennsylvania Public School Employees Retirement System, Bbh/Icon International Equity Fund, Bbh/Icon Europe Fund abstained from the voting of this decision.

The shareholders of Citibank/Stiching Pensioenfondes Metaal En Tech., Citibank/ Pfmt Re Bibaid Arrowst Capital Em, Stichting Bedrijfstakpensioenfondes Voor De Metalek, Citibank/ Stiching Mn Services A Andelefondes Emerging Markets voted against the decision.

5. Due to the 2008 financial year, the acquittal of the Members of the Board of Directors and Auditors is decided by majority of votes of the participants.

The shareholders of National Elevator Industry Benefit Plans, The Rockefeller Foundation abstained from the voting of this decision.

The shareholders of Scholl Employees Retirement System Of Ohio voted against the decision.

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 SĪMONS were elected with majority of votes 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 2.400 (two thousand four hundred TL) is decided with the majority of votes of the the participants, to be paid to the members.

The shareholders of Commonwealth Of Pennsylvania Public School Employees Retirement System, Caisse De Depot Et Placement Du Quebec, Bbh/Icon International Equity Fund, National Elevator Industry Benefit Plans, Bbh/Icon Europe Fund abstained from the voting of this decision.

The shareholders of The Rockefeller Foundation, Scholl Employees Retirement System Of Ohio voted against th 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 with majority of votes as the auditors to serve until the next ordinary general assembly meeting and it is

decided with majority of votes to pay each of them a monthly salary of 1.600 (one thousand six hundred TL).

The shareholders of Commonwealth Of Pennsylvania Public School Employees Retirement System, Bbh/Icon International Equity Fund, National Elevator Industry Benefit Plans, Bbh/Icon Europe Fund abstained from the voting of this decision.

The shareholders of Charitable International Equity Fund, Key Trust International Fund voted against the decision.

8. General Assembly was provided the information concerning the grants and aids made by the Company in 2008

The shareholders of California State Teachers Retirement System, Bbh/ The Central Europe And Russia Fund Inc, Caisse De Depot Et Placement Du Quebec, Wasatch International Growth Fund, National Elevator Industry Benefit Plans, Citibank/Stiching Pensioenfondes Metaal En Tech. , Alaska Permanent Fund Corporation, Bbh /The Master Trust Bank Of Japan Ltd Re Mtbc400035147, Wasatch Emerging Markets Small Cap Fund, Bbh/ Consulting Group Capital Markets Funds Emerging Ma, Old Mutual Clay Finlay Emerging Markets Fund, Citibank/ Pfmt Re Bibaid Arrowst Capital Em, Ing Bm 1-Ing Consumer Staples Basis Funds, The Rockefeller Foundation, Scholl Employees Retirement System Of Ohio, John Hancock Trust Int. Equity Index Trust A, Central States Southeast And Southwest Areas Pension Fund, Bell Atlantic Master Trust, Citibank/ Stiching Mn Services A Andelefonds Emerging Markets, John Hancock Trust Int. Equity Index Trust B, John Hancock Funds Ii Int. Equity Index Fund, Bony,Ing Bewaar Maatschappij 1 B.V. Ing Cost -Europes Funds, Citibank/ Old Mutual Global Funds Plc., Ssga Emerging Markets Fund mentioned their abstained comments regarding the subject.

The shareholders of Charitable International Equity Fund, Key Trust International Fund mentioned their against comments regarding the subject

9. The board of director's selection of "Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş" as the independent audit company for 2009 from the list published by Capital Market Board was presented to the general assembly for approval and this was approved with majority of votes of the participants.

The shareholders of Commonwealth Of Pennsylvania Public School Employees Retirement System, Bbh/Icon International Equity Fund, National Elevator Industry Benefit Plans, Bbh/Icon Europe Fund abstained from the voting of this decision.

The shareholders of Fortis L Fund Equity Turkey, Citibank/Stiching Pensioenfondes Metaal En Tech., Fortis L Fund Equity Europe Emerging, Citibank/ Pfmt Re Bibaid Arrowst Capital Em, Stichting Bedrijfstakpensioenfondes Voor De Metalek, The Rockefeller Foundation, Scholl Employees Retirement System Of Ohio , Citibank/ Stiching Mn Services A Andelefonds Emerging Markets voted against the decision.

10. The assembly has been informed about the announcement policy of the Company that was previously approved by Board of Directors decision dated 09.04.2009. The announcement policy exists on Company's web site.

The shareholders of California State Teachers Retirement System, Bbh/ The Central Europe And Russia Fund Inc, Caisse De Depot Et Placement Du Quebec, Wasatch International Growth Fund, Citibank/Stiching Pensioenfondes Metaal En Tech., Alaska Permanent Fund Corporation, Bbh /The Master Trust Bank Of Japan Ltd Re Mtbc400035147, Wasatch Emerging Markets Small Cap Fund, Bbh/ Consulting Group Capital Markets Funds Emerging Ma, Old Mutual Clay Finlay Emerging Markets Fund, Citibank/ Pfmt Re Bibaid Arrowst Capital Em, Ing Bm 1-Ing Consumer Staples Basis Funds, The Rockefeller Foundation, Scholl Employees Retirement System Of Ohio , John Hancock Trust Int. Equity Index Trust , Citibank/ Dunham Emerging Markets Stock Fund, Central States Southeast And Southwest Areas Pension Fund, Bell Atlantic Master Trust, Citibank/ Stiching Mn Services A Andelefonds Emerging Markets, John Hancock Trust Int. Equity Index Trust B, John Hancock Funds Ii Int. Equity Index Fund, Bony, Ing Bewaar Maatschappij 1 B.V. Ing Cost -Europs Funds, Citibank/ Old Mutual Global Funds Plc., Ssga Emerging Markets Fund mentioned their abstained comments about the subject.

The shareholders of National Elevator Industry Benefit Plans, Charitable International Equity Fund, Key Trust International Fund mentioned their against commnets about the subject

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