

**THE MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY
OF BIM BİRLEŞİK MAĞAZALAR A.Ş.
HELD ON 23.06.2008**

Bim Birleşik Mağazalar A.Ş.'s Ordinary General Meeting was held on 23 June 2008, Monday, at 14.30 hrs at Company's head office at the address of Abdurrahmangazi Mah. Ebubekir Cad. No.289 Samandıra-İstanbul under the supervision of Mr Demir İnal, a Ministry of Industry and Commerce commissioner appointed by letter number 39056 and dated 20.06.2008 from the Istanbul Provincial Directorate of Industry and Commerce.

The invitation for the meeting was announced in Turkish Trade Registry Gazette no 7072 dated 29.05.2008 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, 5 364.868 shares were represented in person and 5.853.079 shares were represented by proxy and 11.217.947 shares were represented in total hence, 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. It was **unanimously approved** to adopt the amendments of the articles; **4, 6, 10, 11, 13, 15, 16, 23, 27** and **35** of the corporate manual of which authorisations were obtained from Capital Markets Board and Turkish Ministry of Trade in line with the attached amendment text and to register the amendments to the commercial register and to complete the all legitimate procedures.

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

GALİP AYKAÇ
VOTE COLLECTOR

HALUK DORTLUOĞLU
REGISTRAR

DEMİR İNAL
THE COMMISSIONER OF
THE MINISTRY OF INDUSTRY AND TRADE