

**THE MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY
MEETING OF BİM BİRLEŞİK MAĞAZALAR A.Ş.
HELD ON 10.11.2009**

BİM Birleşik Mağazalar A.Ş.'s Extraordinary General Assembly Meeting was held on 10 November 2009, Tuesday, at 10:30 hrs at Company's head office at the address Abdurrahmangazi Mah. Ebubekir Cad. No.289 Samandıra-İstanbul under the supervision of Ministry of Industry and Commerce commissioner Zafer KARAKOÇ appointed by letter number 64933 dated 09.11.2009 from the Istanbul Provincial Directorate of Industry and Commerce.

The invitation for the meeting was announced in Turkish Trade Registry Gazette no 7421 dated 20.10.2009 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 TRY 75.900.000 capital of the company, 20.128.748 shares corresponding to TRY 20.128.748 capital were represented in person and 18.886.997 shares corresponding to TRY 18.886.997 capital were represented by proxy and this way, the meeting quorum required by the laws and articles of association was obtained with total 39.015.745 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, Haluk DORTLUOĞLU as the secretary and authorization of the Council of Meeting for signing the extraordinary general assembly meeting minutes, **were decided** by majority of votes with 38.975.745 votes.

National Elevator Industry Pension Plan abstained from the voting of this decision (40.000 votes).

1. It **was decided** by majority of votes with 38.808.734 votes, to distribute cash dividend a gross amount of **TRY 34.155.000** (Thirtyfourmillion onehundredfiftyfivethousand Turkish Liras) which corresponds to 45% of the paid capital, from the extraordinary reserves amounting to TRY 38.017.154 (Thirtyeightmillion seventeenthousand onehundredfiftyfour Turkish Liras) according to legal records and TRY 42.271.202 (Fortytwomillion twohundredseventyonethousand twohundredtwo Turkish Liras) according to Capital Market Board's records, which was not distributed to the shareholders from the profit of the year 2008 and transferred to the extraordinary reserves in line with the resolution of Annual General Assembly Meeting dated 24th April 2009, to set aside **TRY 3.415.500** (Threemillion fourhundredfifteen thousand fivehundred Turkish Liras) as 2nd Group of Statutory Reserve, to use the equation "TRY 1.- (Nominal value) = 1 piece = 1Lot" in calculation of the distributable profit and therefore to pay a dividend of gross=net TRY

0,45.- 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 0,3825.- to each share of TRY 1.- (gross TRY 0,45,-) for our other shareholders and to effect the payment of dividends on 23 November 2009, Monday.

The shareholders of Icon Europe Fund, Commonwealth Of Pennsylvania Public School Employees Retirement System and National Elevator Industry Pension Plan abstained from the voting of this decision (207.011 votes).

2. 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.