

MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING OF BİM BİRLEŞİK MAĞAZALAR ANONİM ŞİRKETİ FOR THE YEAR 2021 HELD ON 07.06.2022

2021 Ordinary General Assembly of BİM Birleşik Mağazalar Anonim Şirketi was held on Tuesday, June 07, 2022 at 11:00, at its head office at the address Abdurrahmangazi Mahallesi Ebubekir Caddesi No.73 Sancaktepe İstanbul, under the supervision of Şafak YERLİ, Ministerial Representative assigned by a letter No. 75278693 of 06/06/2022 issued by the Istanbul Provincial Directorate of Trade.

The call to the meeting has been realized, as stipulated by the law and the articles of association and so as to contain the agenda, by announcement on the Turkish Trade Registry Gazette dated 10.05.2022, no: 10574, and on the corporate Internet site www.bim.com.tr of our Company, in the e-firm portal via the Electronic General Assembly System of Merkezi Kayıt Kuruluşu A.Ş. (the Central Registry Agency), within the legally prescribed period.

Further to the examination of the Attendance List, it has been verified that out of the total share capital of the company being TL 607.200.000 corresponding to 607.200.000 shares, at the meeting 2.476.819 shares corresponding to TL 2.476.819 principally, 467.736.663 shares corresponding to TL 467.736.663 by proxy and totally 470.213.482 shares were represented. Thus the required quorum was constituted as prescribed in the applicable law and Company's Articles of Association. Then, the meeting has been opened physically and electronically by the Company's Chief Financial Officer Haluk DORTLUOĞLU and briefed about the voting method, the items of the agenda have been negotiated as follows.

1. It has been **resolved** by the consensus of votes as a result of 470.213.482 favorable votes against 0 opposing votes cast physically and electronically that Haluk DORTLUOĞLU, be elected as the meeting chairman, Serkan SAVAŞ as the meeting secretary and Galip AYKAÇ as the vote counter and that the meeting delegation is authorized to sign the minutes of the Ordinary General Assembly Meeting.
2. Annual Report of the Board of Directors for the operations in 2021 as publicly disclosed 21 days in advance of the General Assembly Meeting has been read out by the meeting chairman and it has been negotiated by the attendants. No voting has taken place as this item is for information only.
3. The summary of the report for the operating year 2021 as issued by Independent Audit Firm Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi has been read out by independent auditor Kaan Birdal and negotiated. No voting has taken place as this item is for information only.
4. Balance sheet, profit & loss statements indicating the operating results and accounts for the year 2021 as issued in accordance with the Communiqué No. II-14.1 of the Capital Markets Board have been read out and negotiated. Upon voting, physically and electronically, the financial statements have been approved by the majority of the votes with 469.122.982 favorable votes and 1.090.500 opposing votes.
5. Upon voting, physically and electronically, it has been **resolved** by the majority of votes with 469.157.962 favorable votes and 1.055.520 opposing votes that the members of the Board of Directors of the Company be released for their activities in 2021.

6. The proposal related to the distribution of profit of the year 2021 has been debated.

The dividend distribution recommendation of the Board of Directors dated March 2, 2022, which revised on 3rd of June was shared with the shareholders by the chairmanship of the meeting.

As a result of electronic and physical voting made after reading the Board of Directors profit distribution recommendation it has been decided by consensus of votes with 470.213.482 favorable votes and 0 opposing votes.,

- to distribute the gross **TL 1.821.600.000**, which corresponds to 300% of the paid-in capital, in cash, to cover the distributed amount from the profits of the year 2021 and previous years' profits,
- 1st legal reserve fund shall not be allocated because the limits specified in Article 519 of the TCC have been reached,
- **179.124.000 TL** shall be allocated as 2nd legal reserve,
- in calculation of the distributable profit in cash, the equation of "TL 1.- Nominal value = 1 piece = 1 Lot" shall be used and therefore for each fully paid bearer share of TL 1.- shall be paid a gross=net dividend of TL 3,0 to shareholders whose dividends are not subject to withholding tax and shall be paid a net dividend of TL 2,70 (gross TL 3,0) for each share of TL 1 for other shareholders
- distribution of cash dividend to be implemented in two installments, first installment be distributed as gross TL 1,5 for each share from 15th June 2022 and second installment as gross TL 1,5 for each share from 14th December 2022. The profit distribution table is presented in the report annex.

7. The advisory decision of the Board of Directors on updating Article 4 of the Articles of Association, titled "Purpose and Subject", to cover new product and service sales is discussed.

As per the authorization dated 21.04.2022 and No. 29833736-110.03.03-E.20540 from Capital Market Board and authorization dated 28.04.2022 and No. 50035491-431.02-00074293536 obtained from Republic of Turkey Ministry of Trade, it was decided to approve article of association amendment by the consensus of the votes collected physically and electronically which corresponds to 470.213.482 favorable votes against 0 negative votes.

The amendment of Company Article of Association is attached.

8. The proposal regarding the Membership of Company Board of Directors and honorarium to be paid for them has been announced along with their curriculum vitae to the attendees. Attendees have been informed about The Capital Markets Board approval about the independent nominees.

As a result of the physically and electronically voting, it has been **resolved** that;

Mustafa Latif TOPBAŞ, Mahmud Pyarali MERALI, Ömer Hulusi TOPBAŞ, Karl-Heinz HOLLAND, Ahmet AKÇA (Independent) and Paul Micheal FOLEY (Independent) to be elected as member of the Board of Directors and to be paid TL 20.000 honoraria

per month by the majority of votes with 385.688.411 favorable votes and 84.525.071 opposing votes,

9. Upon voting, physically and electronically, it has been resolved by the majority of votes with 452.743.887 favorable votes and 17.469.595 opposing votes that the members of the Board of Directors of the Company be authorized to perform the transactions set forth under Articles 395 and 396 of the Turkish Commercial Code.

Additionally, General Assembly attendees have been informed about the related party transactions of the Company in 2021. The conclusion of the report prepared by the Board of Directors and announced to the public as of March 2, 2022 in order to evaluate the transactions with related parties was shared with the participants. Chief Financial Officer Haluk DORTLUOĞLU stated that there is not any related party transaction to be detailed in the framework of the Capital Markets Board Corporate Governance Compliance Article 1.3.6.

10. The General Assembly has been informed by Chief Financial Officer Haluk DORTLUOĞLU about the share buy-back programs & transactions performed.

The Board of Directors has started a new share buyback program on the 06 December 2021 under Capital Market Board announcements dated 21.07.2016 & 25.07.2016. Within the program, the maximum amount of shares to be purchased and total maximum fund to be allocated from internal sources were determined as 5.000.000 (5.000.000 TL nominal), TL 450.000.000, respectively. Executive Committee Member & CFO was authorized for the transactions. Within the scope of the program, 3,687,000 shares were purchased at an average share price of TL 71.27 till general assembly date. The number of BIMAS shares it holds has reached 9,357,992 with the shares within the scope of previous programs and the ratio of these shares to the Company's capital has been 1.5412%. Per 5th article of Capital Market Board Communiqué about treasury shares, the program started as of 06.12.2021 was automatically ended together with general assembly as of 07.06.2022.

No voting has taken place as this item is for information only.

11. The General Assembly has been informed by Chief Financial Officer Haluk DORTLUOĞLU that the Company has donated 51.091.246 TL in 2021 corresponding to 0,072% of the total sales in 2021 and it has remained below the upper limit of 0,1% determined in the Company Aid & Donation Policy.

%11 of the donation was made to public organizations and municipalities, 29% to aid campaigns initiated by the Presidency, 52% of the donation was made to charities, foundations and individuals, %8 was made to the educational organizations.

No voting has taken place as this item is for information only.

12. The shareholders have been duly informed that no guarantee, surety, pledge, mortgage or other encumbrances have been created in favor of third parties pursuant to the Corporate Governance Communiqué of the Capital Markets Board. No voting has taken place as this item is for information only.

13. Approval of the Independent Audit Firm as selected by the Board of Directors under the Turkish Commercial Code and Capital Markets Board regulations has been voted.

The Board of Directors decided on 29 April 2022 to recommend to the Ordinary General Assembly to outsource the independent audit service from the Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. in 2022 under the Turkish Commercial Code and the Capital Markets Board regulations.

Upon voting, physically and electronically, it has been resolved by the majority of votes with 465.527.660 favorable votes and 4.685.822 opposing votes that, in line with the proposal of the chairman of the Board of Directors, the independent audit service for the year 2022 be outsourced from Independent Audit Firm Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. in accordance with the Turkish Commercial Code and Capital Markets Board regulations

14. After wishes, questions were received.

-Özcan Sönmez: Will there be a revision regarding the targets? - The revision which was made in the first quarter was reminded.

-Musa Bute: Where the investment expenditures will be made? – To stores and warehouses.

-Gökhan Çekin: Will there be any activities regarding the electric vehicle charging station? – This issue is being evaluated in a few stores, there is no widespread project at the moment.

-Özcan Arslan: How is BİM affected by rent increases? Any thoughts on entering new markets outside of Egypt and Morocco? Are there any developments in using artificial intelligence applications? Does BİM have a new investment plan in Telecom? – Legal legislation is followed. No decision has been taken to enter new markets. Although we have evaluations on artificial intelligence, no decision has been taken. It has been stated that no new investment is considered in the telecom field.

As there were no more items of the agenda to be discussed, the meeting ended and the meeting minute was signed by the meeting chairman in the presence of the Ministerial Representative. 07/06/2022

ANNEX1: Profit Distribution Table 2021

ANNEX2: Amendment text of the Articles of Association

Haluk DORTLUOĞLU
MEETING CHAIRMAN

Serkan SAVAŞ
MEETING SECRETARY

Galip AYKAÇ
VOTING OFFICER

Şafak YERLİ
MINISTERIAL REPRESENTATIVE

| Annex1: BİM Birleşik Mağazalar A.Ş. 2021 Dividend Distribution Chart (TL) | | | |
|--|--|---------------------------------|--------------------------|
| 1. Share Capital | | 607.200.000 | |
| 2. Total Reserve Funds (Per Legal Records) | | 1.442.567.141 | |
| Priority on dividend | | None | |
| | | Per Capital Market Board | Per Legal Records |
| 3. | Profit Before Tax | 3.909.625.000 | 4.386.507.771 |
| 4. | Corporate Tax (-) | 958.915.000 | 1.144.096.127 |
| 5. | Profit After Tax (=) | 2.950.710.000 | 3.242.411.644 |
| 6. | Prior Year Loss(-) | - | - |
| 7. | First Reserve Fund (-) | - | - |
| 8. | Net Income Distributable(=) | 2.950.710.000 | 3.242.411.644 |
| 9. | Donations (+) | 51.091.246 | |
| 10. | Distributable Income + Donations | 3.001.801.246 | |
| 11. | First Dividend to Shareholders | | |
| | -Cash | 900.540.374 | |
| | -Bonus | - | |
| | - Total | 900.540.374 | |
| 12. | Dividend For Privileged Shares | - | |
| 13. | Other Dividend | | |
| | - Board Members | | |
| | - Employees | | |
| | - Other | - | |
| 14. | Dividend to Redeemed Shares | - | |
| 15. | Second Dividend to Shareholders | 921.059.626 | |
| 16. | Second Reserve Fund to be allocated | 179.124.000 | |
| 17. | Other Reserves | - | - |
| 18. | Special Reserves | - | - |
| 19. | Extraordinary Reserves | 949.986.000 | 1.241.687.644 |
| 20. | Other funds to be distributed | | |
| | - Retained Earnings | - | - |

DIVIDEND RATIO TABLE

| | GROUP (*) | TOTAL DIVIDEND DISTRIBUTED | | TOTAL NET DIVIDEND DISTRIBUTED / NET DISTRIBUTABLE INCOME | DIVIDEND TO 1 TL NOMINAL SHARES, NET | |
|-----|--------------|-------------------------------|-----------|--|--|-------------|
| | | CASH (TL) | BONUS(TL) | RATIO (%) | AMOUNT (TL) | RATE (%) |
| NET | TOTAL | 1.639.440.000 | - | 55,56 | 2,7 | 270 |

(*) There is no privileged shares.

BİM BİRLEŞİK MAĞAZALAR A.Ş. ARTICLES OF ASSOCIATION AMENDMENTS**OLD****NEW****PURPOSE AND SUBJECT MATTER****Article 4**

4.1. The purpose of the Company is (i) to import and export any and all kinds of goods in full compliance with applicable legislation relating to imports and exports and to open; and (ii) to operate big store chains where any kind of commercial products will be sold at wholesale and retail. In order to inform the investors, the company shall fulfill its liability of public disclosing in compliance with the CMB act and relevant regulations while it engages in the below given operations. The Company may engage particularly in the following transactions and disposals in order to achieve this purpose:

a. It may acquire all rights and assume all debts and liabilities that fall within the line of activity mentioned above. The Company may appropriate to take into possession any and all movable and immovable properties in or outside the country in accordance with its purpose and subject matter and it may conduct any dispositive act with respect to those properties. It may purchase, re-sell (if necessary), construct, and appoint other persons to construct, lease to or from, repair (if necessary) and expand such properties.

b. It may enter into, perform or amend any agreement or contract regarding the purchase or selling of any goods, product or service relating to its purpose and subject-matter and to transfer or dispose of all its rights, privileges or benefits arising from those agreements to Turkish nationals or to foreigners or may freely dispose them.

c. It may submit its documents and funds to official or private entities for deposit and to request the return of the same.

d. It may acquire, transfer or dispose of industrial and commercial rights and ownership rights over the movable and immovable properties in or outside the country; to conduct any dispositive transaction including, but not limited to, the purchase or sale of such immovable properties, to establish of pledge or lien over such properties, to accept, establish, release and cancel any and all kinds of rights in rem, servitude rights, leasing, preemptive right to purchase, habitation, mortgage and other encumbrances on immovable properties provided that it does not engage in intermediation and does not manage security portfolios at home or abroad; all these transactions are carried out through a resolution of the Board of Directors. The Company may not exclusively guarantee, pledge or put lien in favor of third persons except that it may guarantee, pledge or put lien on behalf of its own legal persons and/or in favor of partnerships included in the scope of full consolidation during the drafting of financial statements and/or for the purpose of conducting the usual business operations of the Company. The Company adheres to principles specified in the CMB legislation if it may guarantee, pledge, give security or put lien including mortgage on its behalf or in favor of third persons.

e. It may co-operate with any real or legal persons, governmental institutions and courts of all degrees, registration offices, municipalities, private entrepreneurs, associations, commissions and committees.

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services within the scope of the Company.

g. It may carry out all kinds of commercial and industrial transactions necessitated by its economical purpose and subject matter. It may particularly acquire industrial property rights such as trademarks, patents, invention certificates, know-how, model and design rights and register these in the name of the Company, if necessary. It may also acquire intellectual property rights such as licences, technical information, privilege and goodwill. It may enter into agreements with local or foreign individuals or legal entities regarding such industrial property rights it may transfer, acquire by way of assignment, lease to or from or made them available to third parties.

h. It may employ foreign personnel if necessary it may train employees in Turkey or abroad and it may carry related activities thereto.

i. It may initiate any kind of litigation procedure, to take part in any lawsuit either as plaintiff or defendant, it may relinquish from lawsuit and accept amicable settlement, it may appeal against court decisions, it may execute such decisions, it may apply to arbitration tribunal, it may appoint and reject arbitrators and to apply for any legal remedy or method in order to successfully conclude any litigation.

j. It may supply or have third parties to supply all kinds of plants, machinery, equipment and material relating to its purpose.

k. It may execute powers of attorney and agreements relating to services, international agency, dealership, salesmanship, brokerage, agency, distributorship, guarantee and sub-contract agreements.

l. It may carry out all financial, commercial and industrial transactions within the scope of its subject-matter or appoint others to carry out the same.

m. It may carry out any and all other transactions and dispositions related to the subject-matter of the Company in order to achieve the purpose of the Company.

n. It may deal with transportation and packaging activities and also import and export if deemed necessary.

o. It may incorporate new companies or acquire the shares of existing companies locally or abroad if deemed necessary.

p. In order for the company to carry out its operations, it may undertake inner-city and intercity transfer and similar activities to load, unload and distribute the dry and/or fresh fruits and vegetables, meat and meat products, dairy products and, not limited with above said, also all kinds of food and perishable or non-perishable merchandise with all types of specially equipped and/or unequipped territorial, air and naval vehicles which are owned and/or hired and/or possessed through leasing in between its sales outlets, private and/or state owned, individuals and/or corporate entities, organizations and enterprises and warehouses and/or distribution centers which belong to them. To this end, it may purchase, sell, hire, rent, grant finance lease and import motor, motorless, refrigerated, special equipment, unequipped land, sea, air freight vehicles and all their equipment and parts.

r. If deemed necessary, aids and donations could be given to third parties in compliance with the Capital Markets Board regulations subject to fulfillment of CMB's decision of 21/the last, to do required disclosures, to inform the shareholders of the annual donations in the General Assembly and provided that the maximum limits of the donations to be determined by the General Assembly. They could accept cession of owned properties free of charge to city councils, governmental bodies and entities.

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| <p>s. It may participate in any official or private tenders which are related to its field of activity.</p> | <p>s. It may participate in any official or private tenders which are related to its field of activity.</p> <p>ş. Provided that the relevant legislation in force is complied with and the requisite permits have been obtained, the Company may install, manage and/or have others manage charging stations for electric or alternative energy vehicles at the parking lots of its stores or third party stores and Shopping Malls, may lease and/or sub-lease parking areas, operate parking lots and make contracts and/or partnerships with third parties on these matters; the Company in order to cover its electric and heat energy needs, may establish renewable energy systems such as licensed and unlicensed solar energy power plants and wind energy systems, may establish generating plants and electricity storage systems and may produce electric and heat energy; in case of surplus production, the Company may sell the electric and heat energy and/or capacity to the other legal entities and eligible consumers and may import equipment and fuel relating with the facilities on non-commercial basis.</p> <p>t. Provided that the relevant legislation in force is complied with and the requisite permits have been obtained, the Company may buy, sell, import, export, produce or outsource, cultivate fields and gardens and the Company may carry out the production, outsourcing, purchase, sale, commitment, import and export of all kinds of commercial materials and articles mentioned below, either in its own stores or in practice by opening a new workplace or through e-commerce, may establish partnerships, enter into tenders, and may engage in any commercial activities for intellectual and industrial products and all kinds of commercial goods and services retail and wholesale including all kinds of food products, including fresh fruits and vegetables and ready-to-serve food, basic necessities and all kinds of industrial, agricultural electrical or electronic, telecommunications, digital products and services, stationery, hardware, glassware, pet food, food, collar, aquarium and etc. pet products, textile, furniture, carpet, home textile, cosmetics, leather, chemical, fertilizer, agrochemical products, pesticides, seeds, flowers, seedlings and etc. all kinds of agricultural products; surgical, medical and orthopedic instruments and devices, all kinds of medical, surgical devices, medical consumables and all kinds of similar products and etc., and all kinds of industrially produced traditional herbal medicinal products that have protective and therapeutic effects on human health, all kinds of herbal medicinal products with vitamin and mineral additives, supplements, cosmetic products with herbal content and medical devices with herbal content.</p> <p>u. The Company may establish, operate, manage shopping malls, establish warehouses, open stores, establish and operate fuel sale and service stations together with the abovementioned facilities or separately, operate traveling sales cars, act as operating vending machines, acting as brokers in various fields, act as an outsourcer, get outsourcing, and give agency and dealerships, The Company may open modern farms, barns, livestock and slaughterhouses, cold storages, bread factory, integrated meat combination, aise, restaurant, buffet, cafeteria and sales stores, may establish ready-made food sales, promotion and distribution organizations, may benefit from established organizations, establish and operate a meal card network.</p> <p>ü. Provided that the relevant legislation in force is complied with and the requisite permits have been obtained, the Company may sell cars, minibuses, midibuses, motorcycles, atvs, utvs, electric bikes, etc., may carry out wholesale or</p> |
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| | <p>retail trade, import, export of all kinds of motor land vehicles (including trade via intermediaries from internet TV, etc.), may construct real estate, residence, workplace etc., may build buy, sell, mediate and broker all kinds of real estate in its own stores, by opening a workplace or through e-commerce.</p> <p>v. Provided that the relevant legislation in force is complied with and the requisite permits have been obtained, the Company may establish and develop infrastructures for digital, electronic and other alternative payment methods that allow paying for goods and services through online payment, mobile payment, short message payment and all kinds of technologies and methods that will be implemented later, may provide consultancy services to other domestic and foreign companies in order to provide services, may create electronic expenditure payment units to be used in physical and other virtual platforms, printing, marketing, selling of prepaid virtual and physical cards, coupons containing electronic expenditure payment units, may distribute already printed cards and coupons, may market, sell, make partnerships and agreements with companies that carry out these business and transactions.</p> |
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