

MINUTES OF EXTRAORDINARY GENERAL ASSEMBLY MEETING OF BİM BİRLEŞİK MAĞAZALAR ANONİM ŞİRKETİ AS HELD ON 30.06.2025

The Extraordinary General Assembly of BİM Birleşik Mağazalar Anonim Şirketi has been held on 19 December 2025, Friday, at 14:30 in the head office located at Abdurrahmangazi Mahallesi Ebubekir Caddesi No.73 Sancaktepe İstanbul, under the supervision of Şafak YERLİ, the observer of the Ministry who has been authorized with the letter No. 00116872293 of 18/12/2025 issued by the İstanbul Provincial Directorate of Trade.

The meeting invitation prescribed under the applicable law and the Articles of Association and so as to include the agenda has been published in due course of time in the Turkish Trade Registry Gazette No. 11467 of 27.11.2025, the website of our Company (www.bim.com.tr), the Public Disclosure Platform and in the Electronic General Assembly System in which the date and agenda of the meeting have been duly notified.

Upon review of the list of attendants, it has been verified that the total share capital of the company being TL 600,000,000 corresponding to 600,000,000 shares has been represented at the meeting including 2,020,628 shares corresponding to TL 2,020,628 principally and 428,346,418 shares corresponding to TL 428,346,418 by proxy and totally 430,367,046 shares were represented. Thus, constituting the required quorum as prescribed in the applicable law and its Articles of Association. Then, the meeting was opened physically and electronically by the chairman of the Board of Directors Mahmud Muhammed TOPBAŞ who provided information about the voting method, after which the items of the agenda have been negotiated as follows.

1. **It was resolved** by unanimous vote, with 430,367,046 votes in favor and 0 votes against, as a result of the voting conducted physically and electronically to elect Mahmud Muhammed TOPBAŞ as the meeting chairman, Galip AYKAÇ as the vote counter and Fatih MERİÇ as the meeting secretary and to authorize the Meeting Chairmanship to sign the minutes of the Extraordinary General Assembly Meeting.
2. The Board of Directors' recommendation regarding the amendment of Article 6 titled "Capital and Transfer of Shares" of the Articles of Association, as set out in the attached text was discussed.

Based on the pre-approval of the Capital Markets Board of the Republic of Türkiye dated 14.11.2025 and numbered E-29833736-110.04.04-81215, and the pre-approval of the Ministry of Trade of the Republic of Türkiye dated 19.11.2025 and numbered E-50035491-431.02-00115826664, it was **resolved** by majority vote, with 294,343,036 votes in favor and 136,024,010 votes against, following the physical and electronic voting, to make the transition of the Company to the registered capital system and the determination of the registered capital ceiling as TL 5,000,000,000 and to amend the Article 6 of Company's Articles of Association titled "Capital and Transfer of Shares" as attached.

The draft amendment to the Articles of Association is presented in **ANNEX-1**.

3. In line with the Board of Directors' resolution dated 19.09.2025, the revised Dividend Policy set out in **ANNEX-2** was submitted for negotiation and approval. As a result of the

physical and electronic voting, **it was resolved** by unanimous vote, with 430.367.046 votes in favor and 0 votes against.

4. In line with the Board of Directors' resolution dated 19.09.2025, the revised Remuneration Policy presented in **ANNEX-3** was submitted for General Assembly's information.

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

5. The General Assembly was informed by Mahmud Muhammed TOPBAŞ, regarding the share buyback programs and the transactions carried out within the scope of these programs.

The Board of Directors initiated a share buyback program on September 12, 2025, on the grounds that the Company's share price did not reflect the true performance of its operations. Under this program, the maximum number of shares subject to purchase was set at 2,000,000 shares (with a nominal value of TL 2,000,000), and the maximum allocated fund was determined as TL 1,100,000,000. Within the scope of this buyback program, by the date of the General Assembly, 1,110,000 shares that correspond to TL 587,034,003 had been purchased at a minimum share price of TL 518.00, a maximum share price of TL 544.00, and an average share price of TL 528.86. Including the shares acquired through the share buyback programs initiated in previous years, the Company's total holdings of BIMAS shares reached 7,110,000 shares, corresponding to 1.1850% of the Company's capital.

In accordance with Article 5 of the Capital Markets Board's Communiqué on Share Buybacks, the share buyback program initiated on September 12, 2025, was automatically terminated as of December 19, 2025, with the approval of this General Assembly.

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

6. After the well-wishes, questions were taken. 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. 19/12/2025

ANNEXES

ANNEX-1: The Draft Amendment of Articles of Association

ANNEX-2: Revised Dividend Policy

ANNEX-3: Revised Remuneration Policy

Mahmud Muhammed TOPBAŞ
MEETING CHAIRMAN

Galip AYKAÇ
VOTING OFFICER

Fatih MERİÇ
MEETING SECRETARY

Şafak YERLİ
MINISTERIAL REPRESENTATIVE

ANNEX-1**BİM BİRLEŞİK MAĞAZALAR A.Ş. ARTICLES OF ASSOCIATION AMENDMENT DRAFT**

OLD TEXT	NEW TEXT
CAPITAL AND TRANSFER OF SHARES Article 6. The principal capital of the Company is TL 600,000,000 (Six hundred million Turkish Lira) divided into 600,000,000 (Six hundred million) shares each having a nominal value of TL 1.00 (One Turkish Lira). All of these shares are bearer shares. The previous capital of 607,200,000.00 TL (Six Hundred Seven Million Two Hundred Thousand Turkish Lira) was fully paid. The company's capital has been decreased to 600,000,000.00 TL as a result of the cancellation of 7,200,000 shares with a nominal value of 7,200,000.00 TL, which had been acquired by the company. It has been confirmed by the Certified Public Accountant's Report dated 15.10.2024 and numbered YMM / 2738 / 2024 / 1039 - 126 that despite the capital decrease, there are sufficient assets in the company to fully cover the rights of the company's creditors, and thus, no risk is posed to the creditors. New shares cannot be issued until all issued shares have been sold and their payments collected. Notices regarding this matter will be made in accordance with the provisions of the Articles of Association. The shares representing the capital are monitored within the framework of dematerialization principles. The company's capital may be increased or reduced as necessary, in accordance with the Turkish Commercial Code and Capital Markets Law. There are no restrictions on the transfer of shares, provided that the conditions stipulated by the Capital Markets Law are met. Shares are transferred and assigned according to the	CAPITAL AND TRANSFER OF SHARES Article 6. The Company has accepted the registered capital system in accordance with the provisions of the Law No. 6362 and the Company has implemented this system with the consent No. 59/2083 of the Capital Markets Board, dated 13.11.2025. The registered capital ceiling of the Company is 5,000,000,000-TL (Five billion TL) and is divided into 5,000,000,000 (Five billion) shares, each having a nominal value of 1 TL. The registered capital ceiling consent granted by the Capital Markets Board is valid for the years 2025 – 2029. Even if the permitted registered capital ceiling is not reached at the end of 2029, it is obligatory to receive authorization from the General Assembly for a new term that does not exceed 5 (five) years, with the consent of the Capital Market Boards for the previously allowed ceiling or a new ceiling value. In the event that above mentioned authorization is not received, capital increase cannot be made with a Board of Directors resolution. The issued capital of the Company is TL 600,000,000 (Six hundred million Turkish Lira) divided into 600,000,000 (Six hundred million) shares each having a nominal value of TL 1.00 (One Turkish Lira). All of these shares are bearer shares. The previous capital of 607,200,000.00 TL (Six Hundred Seven Million Two Hundred Thousand Turkish Lira) was fully paid. The company's capital has been decreased to 600,000,000.00 TL as a result of the cancellation of 7,200,000 shares with a nominal value of 7,200,000.00 TL, which had been acquired by the company. It has been confirmed by the Certified Public Accountant's Report dated 15.10.2024 and numbered YMM / 2738 / 2024 / 1039 - 126 that

provisions of the Turkish Commercial Code, the Capital Markets Law, and other applicable regulations.	despite the capital decrease to 600,000,000.00 TL, there are sufficient assets in the company to fully cover the rights of the company's creditors, and thus, no risk is posed to the creditors. The company's capital may be increased or reduced as necessary, in accordance with the Turkish Commercial Code and Capital Markets Law. The Board of Directors is authorized, during the period in which it is empowered, to increase the issued capital up to the registered capital ceiling by issuing new shares whenever it deems necessary, in accordance with the provisions of the Capital Markets Law. There are no restrictions on the transfer of shares, provided that the conditions stipulated by the Capital Markets Law are met. Shares are transferred and assigned according to the provisions of the Turkish Commercial Code, the Capital Markets Law, and other applicable regulations.
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BİM BİRLEŞİK MAĞAZALAR A.Ş.
DIVIDEND POLICY

PURPOSE AND SCOPE

The purpose of this Policy is to set forth, in a transparent, consistent, and predictable manner, the principles of BİM Birleşik Mağazalar A.Ş. regarding dividend distribution, its approach to determining returns to be provided to shareholders, and the methods and processes of profit distribution. The Policy aims to enhance investor confidence and manage stakeholder expectations while preserving the long-term value of the Company.

This Policy covers the practices of BİM Birleşik Mağazalar A.Ş. concerning the distribution of its distributable period profits. It has been prepared in accordance with the Turkish Commercial Code No. 6102, the Capital Markets Law No. 6362, the Communiqué on Dividends (II-19.1) of the Capital Markets Board, the Capital Markets Regulation, and the relevant provisions of the Company's Articles of Association, and shall be implemented within this framework.

DIVIDEND DISTRIBUTION RATE

The dividend policy is determined based on the medium and long-term strategies, investment and financial plans and the profitability and cash position of the Company. The Company has adopted a policy of distributing **at least 30%** of the distributable profit, to be determined in accordance with the provisions of the Turkish Commercial Code, the Capital Markets Boards regulations and tax legislation; provided that such distribution can be covered by the resources available in the statutory records.

DIVIDEND PAYMENT METHOD

Dividends may be distributed to shareholders either in cash or in the form of bonus shares through the capitalization of profits, or partly in cash and partly in the form of bonus shares. Payments for cash dividends can also be made in installments pursuant to the Article 5, paragraph 2 of the Capital Markets Board Communiqué. The number of installments are determined by the general assembly, or by the the Board of Directors with the explicit authorization of the general assembly.

There are no privileges in dividend distribution. Dividends are distributed equally to all existing shares as of the distribution date, regardless of their issuance and acquisition dates.

DIVIDEND DISTRIBUTION PERIOD

The distribution of the dividends starts no later than the end of the fiscal period in which the general assembly meeting that makes the distribution decision is held.

ADVANCE DIVIDEND

The Company may distribute advance dividends, as stipulated in its Articles of Association, provided that it is authorized by the General Assembly and in compliance with the Capital Markets Law and the communiqués issued by the Capital Markets Board.

ENFORCEMENT AND REVISION

This Policy became effective on 27 March 2014 with the approval of the Board of Directors of BİM and has been revised and republished on 19 September 2025. The Board of Directors of the Company has overall responsibility on the operation and enforcement of this policy. Any kind of revision to the Policy after the date it became effective should be approved by the Board of Directors. The said resolution of the Board of Directors and the rationale for the amendment shall be publicly disclosed within the framework of the Capital Markets Board regulations regarding the public disclosure of material events.

ANNEX-3

BİM BİRLEŞİK MAĞAZALAR A.Ş. PRINCIPLES ON THE COMPENSATION OF BOARD OF DIRECTORS MEMBERS AND SENIOR MANAGERS

PURPOSE AND SCOPE

This Policy covers the policies and practices regarding the remuneration management of the members of the Board of Directors and senior managers, in accordance with the regulations of the Capital Markets Board and the Turkish Commercial Code.

PRINCIPLES OF IMPLEMENTATION

The attendance fees of the members of the Board of Directors are submitted to the approval of the General Assembly by the Board of Directors, considering macroeconomic and socio-economic indicators as well as the Company's financials, and in line with the recommendations of the Corporate Governance Committee.

Our Company implements a competitive and fair remuneration policy for senior managers. In determining the remuneration principles for senior managers, the Corporate Governance Committee may, when deemed necessary, seek support exclusively for executives from independent external consultancy firms specialized in remuneration. Within this scope, market comparisons, sectoral salary analyses, and similar studies may be utilized to assess the Company's competitive position.

Compensation for independent Board of Directors members must be at a level which will safeguard their independence. Compensation for independent Board of Directors members is not determined according to stock options or performance of the company.

In addition to fixed monthly compensation determined according to said principles, senior managers and board of directors members may be given fringe benefits and performance-based premiums which may serve the long term goals and sustainable growth of the company.

REVISION AND ENFORCEMENT

This Policy became effective on 18 April 2012 with the approval of the Board of Directors of BİM and has been revised and republished on 19 September 2025. The Board of Directors of the Company has overall responsibility on the operation and enforcement of this policy.

The policy governing the principles of compensation for Board of Directors members and senior managers and amendments made in this policy are approved by the Board of Directors and presented to the General Assembly and disclosed to the public via the website of the company.