

# BİM BİRLEŞİK MAĞAZALAR A.Ş. Corporate Governance Information Form 2019 - Annual Notification

## Summary

2019 Corporate Governance Information Form

# 1. SHAREHOLDERS

Related Companies ☐

Related Funds ☐

<b>1. SHAREHOLDERS</b>	
<b>1.1. Facilitating the Exercise of Shareholders Rights</b>	
The number of investor meetings (conference, seminar/etc. ) organised by the company during the year	5
<b>1.2. Right to Obtain and Examine Information</b>	
The number of special audit request(s)	0
The number of special audit requests that were accepted at the General Shareholders' Meeting	0
<b>1.3. General Assembly</b>	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	<a href="https://www.kap.org.tr/en/Bildirim/757975">https://www.kap.org.tr/en/Bildirim/757975</a>
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Yes
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	No such transaction took place during the year.
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	No such transaction took place during the year.
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	<a href="https://www.kap.org.tr/en/Bildirim/745716">https://www.kap.org.tr/en/Bildirim/745716</a>
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations/ Corporate Governance/ Policies
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	<a href="https://www.kap.org.tr/tr/Bildirim/431725">https://www.kap.org.tr/tr/Bildirim/431725</a>
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	26
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	Only the shareholders participated the General Assembly.
<b>1.4. Voting Rights</b>	
Whether the shares of the company have differential voting rights	Hayır (No)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	-
The percentage of ownership of the largest shareholder	% 14,78

<b>1.5. Minority Rights</b>	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	-
<b>1.6. Dividend Right</b>	
The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations/ Corporate Governance/ Policies
Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.	-
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	-

General Assembly Meetings

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification	
21/05/2019	0	% 83,94	% 1,27	% 82,67	Investor Relations/General Assembly Information	Investor Relations/General Assembly Information	Article 9	0	https://www.kap.org.tr/en/Bildirim/765087	
19/11/2019	0	% 84,45	% 1,11	% 83,34	Investor Relations/General Assembly Information	Investor Relations/General Assembly Information	No such agenda was listed in the Extraordinary General Assembly	0	https://www.kap.org.tr/en/Bildirim/799738	

## 2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Investor Relations and About us sections
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	Investor Relations / Shareholders
List of languages for which the website is available	Turkish and English
2.2. Annual Report	
The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	Board of Directors and Senior Management, Declaration of Independence
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	Committees established within the Board of Directors
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	Board of Directors and Senior Management
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	Risk Management and Internal Control Functions
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	There are no significant lawsuits filed against the Company.
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	Such services are not recieved.

f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	There are no mutual subsidiaries in which direct participation in capital exceeds 5%.
g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results	Human Resources, Social Responsibility and Donations During the Year

## 3. STAKEHOLDERS

3. STAKEHOLDERS	
3.1. Corporation's Policy on Stakeholders	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	The Company carries out the compensation related matters within the scope of the relevant provisions of the Labor Law. Although a compensation policy has not been established in particular due to the consideration of the matters specific to the Company in accordance with the relevant law, the Company considers creating a compensation policy.
The number of definitive convictions the company was subject to in relation to breach of employee rights	55
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Related managers of the Company
The contact detail of the company alert mechanism	call center (0 850 254 44 44) and HQ Phones (0 216 564 03 03)
3.2. Supporting the Participation of the Stakeholders in the Corporation's Management	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	Due to internal regulations, it was preferred not to publish on the website.
Corporate bodies where employees are actually represented	Audit Committee and Corporate Governance Committee
3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	There is no succession plan.
The name of the section on the corporate website that demonstrates the human resource policy covering equal	There is no written human resources policy. In-house regulations including personnel

opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	recruitment criteria are not published on the website in accordance with the Company policy.
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)
The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	None
The number of definitive convictions the company is subject to in relation to health and safety measures	1
<b>3.5. Ethical Rules and Social Responsibility</b>	
The name of the section on the corporate website that demonstrates the code of ethics	The Company's Code of Ethics and other internal regulations are not published on the website .
The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.	There is no corporate social responsibility report. Environmental and corporate governance issues are included in the Corporate Governance / Social Responsibility and Donations Within the Year section of the Company's Annual Report.
Any measures combating any kind of corruption including embezzlement and bribery	Internal policies and procedures, management oversight, control practices and effective functioning of the internal audit mechanism are among the measures taken.

## 4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	Evaluated from time to time
Whether the board evaluation was externally facilitated	Hayır (No)
Whether all board members released from their duties at the GSM	Evet (Yes)
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	Mustafa Latif Topbaş was authorized as Chairman, and P.K. Merali as Vice Chairman.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	12
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	Risk Management and Internal Control Functions
Name of the Chairman	Mustafa Latif Topbaş
Name of the CEO	Mustafa Latif Topbaş - Chairman of Executive Committee
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	<a href="https://www.kap.org.tr/en/Bildirim/765135">https://www.kap.org.tr/en/Bildirim/765135</a>
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	Although board members are insured, its not stated publicly, since its not mandatory to make such a statement.
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	None
The number and ratio of female directors within the Board of Directors	0

### Composition of Board of Directors

			The First	Link To PDP Notification	Whether the Independent	Whether She/He is the Director Who	Whether The Director Has At Least 5 Years'



Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	Election Date To Board	That Includes The Independency Declaration	Director Considered By The Nomination Committee	Ceased to Satisfy The Independence or Not	Experience On Audit, Accounting And/Or Finance Or Not
Mustafa Latif Topbaş	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	05/06/ 1995		İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Mahmud P. Merali	İcrada Görevli Değil (Non-executive )	Bağımsız üye değil (Not independent director)	04/04/ 2006		İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
ÖMER HULUSİ TOPBAŞ	İcrada Görevli Değil (Non-executive )	Bağımsız üye değil (Not independent director)	01/06/ 2005		İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
JOZEF WILHELMUS JOHANNES SİMONS	İcrada Görevli Değil (Non-executive )	Bağımsız üye değil (Not independent director)	30/04/ 2008		İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
AHMET AKÇA	İcrada Görevli Değil (Non-executive )	Bağımsız üye (Independent director)	25/04/ 2018	<a href="https://www.kap.org.tr/en/Bildirim/757980">https:// www.kap.org.tr /en/Bildirim/ 757980</a>	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
PAUL MICHAEL FOLEY	İcrada Görevli Değil (Non-executive )	Bağımsız üye (Independent director)	21/05/ 2019	<a href="https://www.kap.org.tr/en/Bildirim/757980">https:// www.kap.org.tr /en/Bildirim/ 757980</a>	Değerlendirildi (Considered)	Hayır (No)	Hayır (No)

## 4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical board meetings in the reporting period (meetings in person)	6
Director average attendance rate at board meetings	% 89
Whether the board uses an electronic portal to support its work or not	Hayır (No)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	7 days
The name of the section on the corporate website that demonstrates information about the board charter	Investor relations/ Corporate Governance/ Articles of Association
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	There is none such policy.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Committees established within the Board of Directors
Link(s) to the PDP announcement(s) with the board committee charters	<a href="https://www.kap.org.tr/tr/Bildirim/206977">https://www.kap.org.tr/tr/Bildirim/206977</a> ; <a href="https://www.kap.org.tr/tr/Bildirim/353650">https://www.kap.org.tr/tr/Bildirim/353650</a>

### Composition of Board Committees-I

Names Of The Board Committees	Name Of Committees Defined As "Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Denetim Komitesi (Audit Committee)		Ahmet Akça	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Paul Foley	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Paul Foley	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Mahmut Pyrali Merali	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Serkan Savaş	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Paul Foley	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Mahmut Pyrali Merali	Hayır (No)	Yönetim kurulu üyesi (Board member)

## 4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	Annual Report - Committees Established Within the Board of Directors, Website - Investor Relations / Corporate Governance / Board Committees
Specify where the activities of the corporate governance committee are presented in your annual report or website ( Page number or section name in the annual report/website )	Annual Report - Committees Established Within the Board of Directors, Website - Investor Relations / Corporate Governance / Board Committees
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	The Corporate Governance Committee fulfills the duties of the nominating committee.
Specify where the activities of the early detection of risk committee are presented in your annual report or website ( Page number or section name in the annual report/website )	Annual Report - Committees Established Within the Board of Directors, Website - Investor Relations / Corporate Governance / Board Committees
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	The Corporate Governance Committee fulfills the duties of the Remuneration Committee.
4.6. Financial Rights	
Specify where the operational and financial targets and their achievement are presented in your annual report ( Page number or section name in the annual report)	Future Expectations and Realizations
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations/ Corporate Governance/ Policies/Remuneration Policy
Specify where the individual remuneration for board members and senior executives are presented in your	

**Composition of Board Committees-II**

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Reports On Its Activities Submitted To The Board
Denetim Komitesi (Audit Committee)		% 100	% 100	6	4
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 66,66	% 33,33	1	1
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 100	% 50	6	5