

BİM BİRLEŞİK MAĞAZALAR A.Ş.
EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED 06.01.2021
INFORMATION NOTE

Invitation to the Extraordinary General Assembly Meeting

The Extraordinary General Assembly Meeting of our Company will be held at 11:00 on January 6, 2021, in the Company head office at the address Abdurrahmangazi Mah. Ebubekir Cad. No.73 Sancaktepe-İstanbul in order to discuss the agenda detailed below.

Board recommendation of profit distribution from extraordinary reserves will be made available to be viewed by the shareholders on Company's website www.bim.com.tr no later than 21 days prior to the date of General Assembly Meeting.

Our shareholders, or their representatives, can attend the General Assembly Meeting physically, or by electronic communication as per article 1527 of the Turkish Commercial Code No.6102. Attendance by electronic communication will be possible provided that the shareholders, or their representatives, present their electronic signatures.

Any shareholders, or their representatives, who want to attend the meeting by electronic communication must fulfill their obligations, as specified in the "Regulation on General Assembly Meetings of Joint Stock Companies Held Through Electronic Means" published in the Official Gazette No.28395 dated 28 August 2012, "Communiqué on Electronic General Assembly System to be used in General Assembly Meetings of Joint Stock Companies" published in the Official Gazette No.28396 dated 29 August 2012, Capital Markets Legislation, Regulations of the Capital Markets Board and regulations of the Central Registry Institution.

For the shareholders who will attend the meeting in person, presentation of the Turkish ID Card at the entrance of the meeting hall is sufficient.

The shareholders who will send their representatives to the meeting must fulfill the requirements specified in the Capital Markets Board's "Communiqué on Voting by Proxy and Proxy Solicitation" No. II-30.1 and submit their notarized power of attorney.

Shareholding Structure

As of 10 December 2020, the shareholding structure of the Company is as follows. Our company shares do not include any preferred shares, but equal voting rights for all shares.

Shareholder	Nominal Amount (TL)	Participation Rate (%)
Merkez Bereket Gıda Sanayi ve Ticaret A.Ş.	89.753.984	%14,78
Naspak Gıda Sanayi ve Ticaret A.Ş.	64.792.000	%10,67
Other (Non Public)	18.348.000	%3,02
Other (Public)	434.306.016	%71,53
TOTAL	607.200.000	%100

There are no management and operative changes, which have been implemented by the affiliates of our Company within the previous accounting period, or which are planned for the next accounting period, and which may substantially affect activities of the Company.

There is no written request sent to us by the shareholders for addition of items to the agenda.

Description of Agenda

1. Opening, Election of Moderator and Authorization of the Moderator to Sign the Extraordinary General Assembly Meeting Minutes,

The Moderator who will chair the Extraordinary General Assembly Meeting within the framework of the provisions of “Turkish Commercial Code No.6102” (“TTK”) and “Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Customs and Trade” (“Regulation”) shall be elected. Authorization of the Moderator by the Extraordinary General Assembly, so that the decisions taken in the Extraordinary General Assembly can be written to minutes, shall be approved according to the provisions of TTK and Regulation.

2. Discussion and resolution of recommendation of the Board of Directors regarding profit distribution from extraordinary reserves,

In its resolution dated 10.12.2020, the Board of Directors decided that;

- Gross amount of **TL 1.214.400.000** which corresponds to 200% of the paid capital to the shareholders shall be distributed in cash from extraordinary reserves,
- **TL 118.404.000** shall be allocated as 2nd legal reserve,

- in calculation of the distributable profit in cash, the equation of “TRY 1.- Nominal value = 1 piece = 1 Lot” shall be used and therefore for each fully paid bearer share of TRY 1.- shall be paid a gross=net dividend of TRY 2,0 to shareholders whose dividends are not subject to withholding tax and shall be paid a net dividend of TRY 1,70 (gross TRY 2,0) for each share of TRY 1 nominal for other shareholders,
- distribution of cash dividend shall be made starting from 8th January 2021 at once.

Those are the main agenda of general assembly.

3. Informing the General Assembly about the share buy-back program & transactions realized between 07.08.2020-26.11.2020

The Board of Directors of the Company started a share buy-back program on 07.08.2020 in accordance with the relevant regulations and announcements of the Capital Markets Board, with the thought that the share price does not reflect the real performance of the Company's activities. In the same Board of Directors Decision, it was decided to determine the maximum number of shares that can be subject to buy-back as 10.000.000 (10.000.000 TL nominal) and the fund to be allocated for buy-back as a maximum of TL 700.000.000 to be covered by the Company's internal resources.

The related share buy-back program was terminated with the decision of the Board of Directors dated 26.11.2020 and it was decided to authorize Company Executive Board Member and CFO Haluk Dortluoğlu in order for the purchased shares to be subject to sale in the stock exchange when necessary.

Within the scope of the share buy-back program, 374.707.650 TL was purchased, corresponding to 5.670.992 BİM shares, and the ratio of the owned shares to the company capital is 0.9340%. The financing of the purchases was provided by the Company's internal resources. The purchases were made at the lowest 62,00 TL, the highest 67,60 TL and the average 66,07 TL unit share prices. No sales were realized from the shares bought back.