



**Invitation to the 2021 Ordinary General Assembly Meeting**  
**From the Board of Directors of**  
**BİZİM TOPTAN SATIŞ MAĞAZALARI A.Ş.**

Dear Shareholders,

The Shareholders Meeting of our Company for the year 2021 will be held on 13/05/2022 at 14:00 at the address “Kuşbakışı Cad. No:19 Altunizade Üsküdar/İstanbul”, according to the agenda specified below. (\*)

In accordance with the CMB Corporate Governance Principles and CMB Communiqués, regarding the issues to be discussed at the Ordinary General Assembly; The agenda of the General Assembly Meeting includes the Annual Report of the Board of Directors for the Operating Year 2021, the Financial Statements and the Independent Audit Report, the proposal on Profit Distribution and the Corporate Governance Principles Compliance Report attached to the Annual Report and the necessary explanations for compliance with these agenda items and the Capital Markets Board regulations. The detailed Information Note will be available for review by our esteemed shareholders three weeks before the meeting, within the statutory period, at the Company Headquarters, on the Company website at [www.bizimtoptan.com.tr](http://www.bizimtoptan.com.tr), on the Public Disclosure Platform and on the Electronic General Assembly system.

Shareholders who wish to attend the General Assembly Meeting in person or through their representatives in the electronic environment pursuant to Article 1527 of the Turkish Commercial Code must notify their preferences via the Electronic General Assembly System (EGAS) through the Central Securities Depository system. In case the representative will attend the General Assembly Meeting instead of the shareholder, the identity information of the representative must be recorded in the EGAS. In cases where the representative will attend the meeting physically, authorization can be made in this way.

Pursuant to Article 415 of the Turkish Commercial Code, our shareholders or their representatives whose share certificates have been dematerialized within the framework of the Central Securities Depository (CSD) regulations and whose names are on the list of shareholders, will be able to attend the General Assembly Meeting. Shareholders whose names are on this list can physically attend the Ordinary General Assembly Meeting of our Company by showing their identity cards.

Shareholders and their representatives, who wish to attend the meeting electronically are required to fulfill their obligations in accordance with the provisions of “Regulation Regarding the Electronic General Assembly of the Incorporated Company” published on the Official Gazette dated 28 August 2012 and numbered 28395 and “Communiqué Regarding the Electronic General Assembly System to be Applied in the General Assembly Meeting of the Incorporated Company” published on the Official Gazette dated 29 August 2012 and numbered 28396. Otherwise, they will not be able to attend the meeting. Detailed information on EGAS can be found at [www.mkk.com.tr](http://www.mkk.com.tr)

Our shareholders who cannot attend the meeting in person to exercise their voting rights by proxy should issue their power of attorney in accordance with the sample below or obtain a sample of the proxy form from our Company Headquarters and the Company website at [www.bizimtoptan.com.tr](http://www.bizimtoptan.com.tr) and submit their notarized power of attorney, by fulfilling the matters stipulated in the “Communiqué Regarding Proxy Voting and Call Based Proxy Meetings” numbered II-30.1 provision of the Capital Markets Board, published in the Official Gazette dated 24.12.2013 and numbered 28861.

Pursuant to paragraph 4 Article 415 of Turkish Commercial Code number 6102 and paragraph 1 Article 30 of Capital Market Law the right to participate and cast votes in general assemblies is not subject to the condition of depositing share certificates. Accordingly, shareholders are not required to block their shares to attend the General Assembly.

Voting at the General Assembly will be made by open voting method with show of hands, with provisions relating to electronic voting being reserved.

Respectfully submitted to the attention of esteemed Shareholders.



(\*) In accordance with Article 29 of the Capital Markets Law, a registered letter will not be sent to our shareholders for the invitation to the General Assembly Meeting.

Regards,

BİZİM TOPTAN SATIŞ MAĞAZALARI A.Ş.

**BİZİM TOPTAN SATIŞ MAĞAZALARI A.Ş.**  
**AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2021**

1. Opening and election of the Chairman of Meeting,
2. Authorization of the Minutes of the General Assembly Meeting to be signed by the Chairman of Meeting,
3. Reading and discussing the Annual Report of Board of Directors for the fiscal year 2021,
4. Reading the Independent External Audit Report summary for the fiscal year 2021,
5. Discussion and approval of the Consolidated Financial Statements for the fiscal year 2021,
6. Discussion and resolve of the acquittal of the members of the Board of Directors separately for the activities and transactions of the fiscal year 2021,
7. Determination of remuneration for the members of the Board of Directors,
8. Discussing and determining the proposition of the Board of Directors for dividend distribution,
9. Decision to amend article 6 of the Company's Articles of Association, titled "SERMAYE", as follows,
10. Discussion and resolve of the proposal of the Board of Directors regarding the selection of an independent external auditor for the auditing of the 2022 fiscal year accounts and transactions in accordance with the Turkish Commercial Code and capital market legislation,
11. Submission of information on donations and charitable contributions made in 2021 and discussing and deciding on the proposal of the Board of Directors regarding the determination of the donation limit for the period 01/01/2022 – 31/12/2022,
12. Informing the shareholders regarding the collaterals, pledges and mortgages put by the Company in favor of third persons and the revenues and benefits gained by the Company, within the framework of the Capital Markets Board regulations,
13. Authorization of the members of the Board of Directors pursuant to Articles 395 and 396 of the Turkish Commercial Code,
14. Closing.



**POWER OF ATTORNEY**  
**BİZİM TOPTAN SATIŞ MAĞAZALARI A.Ş.**

I / we hereby appoint \_\_\_\_\_ as my Proxy, to represent me in accordance with my instructions stated below, to vote, to make proposals and to sign the necessary documents at the Ordinary General Assembly meeting of Bizim Toptan Satış Mağazaları A.Ş. that will be held on May 13, 2022 Friday at 2:00pm, at Kuşbakışı Cad. No:19 34662 Altunizade-Üsküdar/İstanbul

The Attorney's (\*):

Name Surname/ Trade Name:

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

(\*) Foreign attorneys should submit the equivalent information mentioned above.

**The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.**

**1. About the agenda items of General Assembly:**

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is authorized to vote on proposals of the attorney partnership management.
- c) The attorney is authorized to vote in accordance with the following instructions stated in the table.

**Instructions:** In the event that the shareholder chooses the (c) option, the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and election of the Chairman of Meeting,			
2. Authorization of the Minutes of the General Assembly Meeting to be signed by the Chairman of Meeting,			
3. Reading and discussing the Annual Report of Board of Directors for the fiscal year 2021,			
4. Reading the Independent External Audit Report summary for the fiscal year 2021,			
5. Discussion and approval of the Consolidated Financial Statements for the fiscal year 2021,			
6. Discussion and resolve of the acquittal of the members of the Board of Directors separately for the activities and transactions of the fiscal year 2021,			
7. Determination of remuneration for the members of the Board of Directors,			
8. Discussing and determining the proposition of the Board of Directors for dividend distribution,			
9. Decision to amend article 6 of the Company's Articles of Association, titled "SERMAYE", as follows,			
10. Discussion and resolve of the proposal of the Board of Directors regarding the selection of an independent external auditor for the auditing of the 2022 fiscal year accounts and transactions in accordance with the Turkish Commercial Code and capital market legislation,			
11. Submission of information on donations and charitable contributions made in 2021 and discussing and deciding on the proposal of the Board of Directors regarding the determination of the donation limit for the period 01/01/2022 – 31/12/2022,			

12. Informing the shareholders regarding the collaterals, pledges and mortgages put by the Company in favor of third persons and the revenues and benefits gained by the Company, within the framework of the Capital Markets Board regulations,			
13. Authorization of the members of the Board of Directors pursuant to Articles 395 and 396 of the Turkish Commercial Code,			
14. Closing.			

- No voting on the informative items.

**(\*) The issues included in the agenda of the General Assembly are itemized one by one. If the minority has another draft resolution, necessary arrangements should be made to enable them vote by proxy.**

**2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:**

- The attorney is authorized to vote according to his/her opinion.
- The attorney is not authorized to vote in these matters.
- The attorney is authorized to vote for agenda items in accordance with the following instructions:

**SPECIAL INSTRUCTIONS:** The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

**The shareholder specifies the shares to be represented by the attorney by choosing one of the following.**

**1. I hereby confirm that the attorney represents the shares specified in detail as follows:**

- Order / Serial (\*) :
- Number / Group (\*\*)
- Amount-Nominal Value
- Share with voting power or not
- Bearer-Registered (\*)
- Ratio of the total shares/voting rights of the shareholder

\*Such information is not required for the shares which are followed up electronically.

\*\*For the shares which are followed up electronically, information related to the group will be given instead of number.

**2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Securities Depository) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting**

**NAME SURNAME OR TITLE OF THE SHAREHOLDER (\*)**

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

Address:

(\*) Foreign attorneys should submit the equivalent information mentioned above.

SIGNATURE

**BİZİM TOPTAN SATIŞ MAĞAZALARI ANONİM ŞİRKETİ**

**ESAS SÖZLEŞME TADİL TASARISI GEREKÇESİ**

ESKİ METİN	YENİ METİN	GEREKÇE
<p><b>MADDE 6- SERMAYE</b></p> <p>Şirket, Sermaye Piyasası Kanunu hükümlerine göre kayıtlı sermaye sistemini kabul etmiş ve Sermaye Piyasası Kurulu’nun 29.12.2010 tarihli ve 38/1152 sayılı izni ile kayıtlı sermaye sistemine geçmiştir.</p> <p>Şirketin kayıtlı sermaye tavanı 200.000.000 TL (ikiyüzmilyonTürkLirası) olup, her biri 1 (bir) TL itibari değerde hamiline yazılı 200.000.000 (ikiyüzmilyon) paya bölünmüştür.</p> <p>Sermaye Piyasası Kurulu’nca verilen kayıtlı sermaye tavanı izni 2017-2021 yılları (5 yıl) için geçerlidir. 2021 yılı sonunda izin verilen kayıtlı sermaye tavanına ulaşamamış olsa dahi, 2021 yılından sonra yönetim kurulunun sermaye artırımı kararı alabilmesi için; daha önce izin verilen tavan ya da yeni bir tavan tutarı için Sermaye Piyasası Kurulu’ndan izin almak suretiyle genel kuruldan 5 yılı geçmemek üzere yeni bir süre için yetki alınması zorunludur. Söz konusu yetkinin alınmaması durumunda yönetim kurulu kararıyla sermaye artırımı yapılamaz.</p> <p>Şirketin çıkarılmış sermayesi 60.000.000 (altmışmilyon) TL olup, muvazaadan ari şekilde tamamen ödenmiştir.</p>	<p><b>MADDE 6- SERMAYE</b></p> <p>Şirket, Sermaye Piyasası Kanunu hükümlerine göre kayıtlı sermaye sistemini kabul etmiş ve Sermaye Piyasası Kurulu’nun 29.12.2010 tarihli ve 38/1152 sayılı izni ile kayıtlı sermaye sistemine geçmiştir.</p> <p>Şirketin kayıtlı sermaye tavanı 200.000.000 TL (ikiyüzmilyonTürkLirası) olup, her biri 1 (bir) TL itibari değerde hamiline yazılı 200.000.000 (ikiyüzmilyon) paya bölünmüştür.</p> <p>Sermaye Piyasası Kurulu’nca verilen kayıtlı sermaye tavanı izni <b>2022-2026</b> yılları (5 yıl) için geçerlidir. <b>2026</b> yılı sonunda izin verilen kayıtlı sermaye tavanına ulaşamamış olsa dahi, <b>2026</b> yılından sonra yönetim kurulunun sermaye artırımı kararı alabilmesi için; daha önce izin verilen tavan ya da yeni bir tavan tutarı için Sermaye Piyasası Kurulu’ndan izin almak suretiyle genel kuruldan 5 yılı geçmemek üzere yeni bir süre için yetki alınması zorunludur. Söz konusu yetkinin alınmaması durumunda yönetim kurulu kararıyla sermaye artırımı yapılamaz.</p> <p>Şirketin çıkarılmış sermayesi 60.000.000 (altmışmilyon) TL olup, muvazaadan ari şekilde tamamen ödenmiştir.</p>	<p>İlgili madde; 6362 sayılı Sermaye Piyasası Kanunu ve II-18.1“Kayıtlı Sermaye Sistemine İlişkin Esaslar Tebliği” uyarınca kayıtlı sermaye tavanı süresinin güncellenmesine istinaden tadil edilmiştir.</p>

Sermayeyi temsil eden paylar kaydileştirme esasları çerçevesinde kayden izlenir.

Şirket'in sermayesi, gerektiğinde Türk Ticaret Kanunu ve Sermaye Piyasası Mevzuatı hükümleri çerçevesinde artırılabilir veya azaltılabilir.

Yönetim Kurulu, Sermaye Piyasası Kanunu hükümlerine uygun olarak gerekli gördüğü zamanlarda kayıtlı sermaye tavanına kadar yeni pay ihraç ederek çıkarılmış sermayeyi arttırmaya, pay sahiplerinin yeni pay alma hakkının sınırlandırılması ile primli veya nominal değerinin altında pay ihracı konularında karar almaya yetkilidir. Yeni pay alma haklarını kısıtlama yetkisi pay sahipleri arasında eşitsizliğe yol açacak şekilde kullanılamaz.

Yapılacak sermaye artırımlarında, Genel Kurulun veya Yönetim Kurulunun aksine kararı olmadıkça ortaklar, Türk Ticaret Kanunu hükümleri çerçevesinde mevcut payları oranında rüçhan hakkına sahiptirler. Rüçhan haklarının kullanımından sonra kalan paylar diğer pay sahiplerine veya yeni pay sahibi olacak gerçek veya tüzel kişilere satılabilir. Rüçhan haklarının kullanılmasından sonra kalan payların halka arz edilmesi söz konusu olduğu takdirde ilgili işlemler Sermaye Piyasası mevzuatı çerçevesinde yapılır

Sermayeyi temsil eden paylar kaydileştirme esasları çerçevesinde kayden izlenir.

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Yapılacak sermaye artırımlarında, Genel Kurulun veya Yönetim Kurulunun aksine kararı olmadıkça ortaklar, Türk Ticaret Kanunu hükümleri çerçevesinde mevcut payları oranında rüçhan hakkına sahiptirler. Rüçhan haklarının kullanımından sonra kalan paylar diğer pay sahiplerine veya yeni pay sahibi olacak gerçek veya tüzel kişilere satılabilir. Rüçhan haklarının kullanılmasından sonra kalan payların halka arz edilmesi söz konusu olduğu takdirde ilgili işlemler Sermaye Piyasası mevzuatı çerçevesinde yapılır.