

## MINUTES OF EXTRAORDINARY GENERAL ASSEMBLY MEETING OF BİM BİRLEŞİK MAĞAZALAR ANONİM ŞİRKETİ AS HELD ON 06.01.2021

The Extraordinary General Assembly of BİM Birleşik Mağazalar Anonim Şirketi has been held on 6 January 2021, at 11:00 at its head office at Abdurrahmangazi Mahallesi Ebubekir Caddesi No.73 Sancaktepe İstanbul, under the supervision of Mehmet Zafer KARAKOÇ, the observer of the Ministry who has been authorized with a letter No. 60369554 of 05/01/2021 issued by the Istanbul 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. 10224 of 15.12.2020, the website of our Company (www.bim.com.tr), 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 present, it has been verified that the total share capital of the company being TL 607.200.000 corresponding to 607.200.000 shares has been represented at the meeting including 321.342 shares corresponding to TL 321.342 principally and 494.748.825 shares corresponding to TL 494.748.825 by proxy and totally 495.070.167 shares were represented. Thus constituting the required quorum as prescribed in the applicable law and its Articles of Association. Then, the meeting has been opened physically and electronically by Haluk DORTLUOĞLU, the Member of the Executive Committee & CFO.

After Haluk DORTLUOĞLU has 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 495.070.167 favorable votes against 0 opposing votes cast physically and electronically that Haluk DORTLUOĞLU, be elected as the president of the meeting, Serkan SAVAŞ as the Secretary and Galip AYKAÇ as the Vote Counter and that the Presidency of the meeting is authorized to sign the minutes of the Extraordinary General Assembly Meeting.
2. The Board of Directors' decision dated 10.12.2020 about profit distribution from extraordinary reserves is discussed and it has been **resolved** by the consensus of votes as a result of 495.070.167 favorable votes against 0 opposing votes cast physically and electronically that; gross **TRY 1.214.400.000** which corresponds to the 200% of the capital paid shall be distributed in cash to the shareholders from extraordinary reserves, **TRY 118.404.000** shall be allocated as 2<sup>nd</sup> 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 2,00.- 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 TL 1 for other shareholders and distribution of cash dividend to be implemented at once from 8<sup>th</sup> January 2021.

3. The shareholders have been informed about the share buy-back programs & transactions performed.

The Board of Directors has started new share buyback program on 07 August 2020. Within the program, the maximum amount of shares to be purchased and total maximum fund to be allocated from internal sources were determined as 10.000.000 (10.000.000 TL nominal), TRY 700.000.000, respectively. Executive Committee Member & CFO Haluk DORTLUOĞLU was authorized for the transactions. The buy-back program was ended by The Board of Directors' decision as of 26 November 2020.

The total number of shares bought back within the program is 5.670.992 in nominal which correspond 0,9340% of the company share capital and TL 374.707.649,93 paid for the transactions in total. The buy-back was financed from the company internal resources. The lowest and highest transaction prices per share were TL62,00 and TL67,60 respectively. The average transaction price was TL66,07.

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

4. After wishes the meeting has been closed and this minute has been issued by the presidency of the meeting in presence of the observer of the Ministry of Customs and Trade

Haluk DORTLUOĞLU  
PRESIDENT OF MEETING

Galip AYKAÇ  
VOTE COUNTER

Serkan SAVAŞ  
SECRETARY

Mehmet Zafer KARAKOÇ  
OBSERVER OF MINISTRY