

# BİM BİRLEŞİK MAĞAZALAR A.Ş. Notification Regarding General Assembly



# Notification Regarding General Assembly

Summary Info	Results of 2018 Ordinary General Assembly Meeting
Update Notification Flag	Yes
Correction Notification Flag	No
Postponed Notification Flag	No

## General Assembly Invitation

Type of General Assembly	Annual
Beginning of The Fiscal Period	01.01.2018
End of The Fiscal Period	31.12.2018
Decision Date	25.04.2019
General Assembly Date	21.05.2019
General Assembly Time	14:00
Record Date	20.05.2019
Country	Turkey
City	İSTANBUL
District	SANCAKTEPE
Address	Abdurrahmangazi Mah. Ebubekir Cad. No.73 Sancaktepe-İstanbul

## Agenda Items

- 1 - Opening, Election of Moderator and Authorization of the Moderator to Sign the Ordinary General Assembly Meeting Minutes
- 2 - Reading and negotiating the Annual Report for the year 2018
- 3 - Reading and negotiating the auditor's reports for the year 2018
- 4 - Review, negotiation and approval of the financial statements for the year 2018
- 5 - Decision on acquittal of members of the Board of Directors due to their activities in the year 2018
- 6 - Discussion and resolution of recommendation of the Board of Directors regarding profit distribution for the year 2018
- 7 - Discussion on the amendments of 6th article of Company's Article of Association, titled Capital and Share Ratios, due to share capital increase from profit distribution. The attached amendments of article of association is approved by Capital Market Board and Trade Ministry
- 8 - Election of the New Board Members and determination of their monthly participation fee
- 9 - Grant of authorization to the members of the Board of Directors so that they can carry out the duties specified in Articles 395 and 396 of the Turkish Commercial Code and in compliance with the Corporate Governance Principles issued by Capital Market Board, informing the General Assembly on transactions performed with related parties in 2018
- 10 - Informing shareholders about share buy-back program , which was effective between May 8, 2018 and September 11, 2018, under the authorization granted with the decision of the Board of Directors dated May 8, 2018,
- 11 - Presentation of the donations and aids by the Company in 2018 for the General Assembly's information
- 12 - Informing shareholders that no pledge, guarantee and hypothec were granted by the Company in favor of third parties based on the Corporate Governance Communiqué of the Capital Markets Board,
- 13 - Ratifying the election of independent auditor by the Board of Directors as per the Turkish Commercial Law and regulations of the Capital Markets Board,
- 14 - Wishes and closing

## Corporate Actions Involved In Agenda

Dividend Payment
Capital Increase/Decrease

## General Assembly Results

Was The General Assembly Meeting Executed?	Yes
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1) It has been decided that, From 2018 profit, gross **TRY 728.640.000** which corresponds to the 240% of the capital paid to the shareholders shall be distributed in cash and **TRY 303.600.000** which corresponds to the 100% of the capital paid shall be distributed as bonus issue

**TRY 71.346.000** 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 2,40.- to shareholders whose dividends are not subject to withholding tax and shall be paid a net dividend of TRY 2,04 (gross TRY 2,40) for each share of TL 1 for other shareholders,

distribution of cash dividend to be implemented in two installments, first installment be distributed as gross TRY 1,20 for each share from 12<sup>th</sup> June 2019 and second installment as TRY 1,20 for each share from 18<sup>th</sup> November 2019,

the date of the amount to be distributed as bonus issue will be decided by Company Management after finalizing all legal procedures.

General Assembly Results

2) As per the authorizations dated April 15, 2019 and No. 43548192 obtained from the Capital Markets Board of Turkey and Republic of Turkey Ministry of Trade, it was decided to approve article of association amendment as in attached General Assembly minutes.

3) Mustafa Latif TOPBAŞ, Ömer Hulusi TOPBAŞ, Mahmoud Pyarali MERALI, Jozef Wilhelmus Johannes SIMONS, Ahmet AKÇA (independent member) and Paul FOLEY (independent member) are elected as members of the Board of Directors and a honoraria of TRY 9.000 is paid to the members.

4) The members of the Board of Directors of the Company are authorized to perform the transactions set forth under Articles 395 and 396 of the Turkish Commercial Code.

5) The independent audit service for the year 2019 decided to be outsourced from Independent Audit Firm PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi.

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## Decisions Regarding Corporate Actions

Dividend Payment	Discussed
Capital Increase/Decrease	Accepted

## General Assembly Outcome Documents

<b>Appendix: 1</b>	Hazır Bulunanlar Listesi.pdf - List of Attendants
<b>Appendix: 2</b>	Olağan Genel Kurul Toplantı Tutanağı - 2018.pdf - Minute
<b>Appendix: 3</b>	Minutes of General Assembly-2018.pdf - Minute

## Additional Explanations

The Ordinary General Assembly Meeting of our Company for the year 2018 was held at 14:00 on May 21, 2019, in the company head Office address Abdurrahmangazi Mah. Ebubekir Cad. No.73 Sancaktepe-Istanbul.

In accordance with CMB regulations, Minutes of Ordinary General Assembly and List of Attendants are attached.

In the event of a contradiction between the Turkish and English versions of this public disclosure, the Turkish version shall prevail

We proclaim that our above disclosure is in conformity with the principles set down in "Material Events Communiqué" of Capital Markets Board, and it fully reflects all information coming to our knowledge on the subject matter thereof, and it is in conformity with our books, records and documents, and all reasonable efforts have been shown by our Company in order to obtain all information fully and accurately about the subject matter thereof, and we're personally liable for the disclosures.