

Mustafa BÜYÜKABACI

Mustafa Büyükbacı has a BSc in Industrial Engineering from Boğaziçi University. Following his graduation in 1984, he continued his postgraduate studies and worked as a research assistant at the same department for a period of time. He has assumed executive roles in capital markets and investment companies since 1989. He has concentrated on the fields of asset/portfolio management and investment, and joined Yıldız Holding as Founding General Manager and Member of the Board of Directors of Taç Yatırım Ortaklığı in 1993. In addition to these posts, during his time at Yıldız Holding he has worked as a capital markets and finance consultant on monetary, capital and commodity markets as well as member of the Board of Directors for Family Finans and other companies of the Holding. Büyükbacı also founded Bizim Menkul Değerler, and worked as Founding General Manager and Member of the Board of Directors. He also established the real estate group within Yıldız Holding and institutionalized real estate operations as a business line, and as the Real Estate Group President he assumed the position of Founding President and left Yıldız Holding in 2010. He is currently engaged in investments in agriculture, livestock, real estate and capital markets in his own investment company. He is a Board Member at Borsa İstanbul representing treasury shares. He is also the Vice Chairman of the Board of Trustees at İstanbul Sabahattin Zaim University.

21.01.2015

STATEMENT OF INDEPENDENCE

To the Board of Directors of Bim Birleşik Mağazalar A.Ş.

I declare that;

21.01.2015

Due to my “Independent Member” nomination and in accordance with the Corporate Governance Principles of Capital Market Boards;

- a) Within the past five years, no executive employment relation that would give important duties and responsibilities has been established between myself, my spouse, my second degree relatives by blood or by marriage and BİM Birleşik Mağazalar A.Ş. and subsidiaries of BİM Birleşik Mağazalar A.Ş., shareholders who control the management of the company or who have significant influence at the company, and juridical persons controlled by these shareholders; and that I neither possess more than 5% of any and all capital or voting rights or privileged shares nor have significant commercial relations.
- b) I have not worked for those companies that carry out, in part or in full, the activities or organization of Bim Birleşik Mağazalar A.Ş. within the framework of existing agreements, primarily those that audit, rate, or provide consulting services for BİM Birleşik Mağazalar A.Ş., or have been a member of the Board of Directors at these companies within the past five years; I have not worked as an executive manager who would have important duties and responsibilities nor have I been a member of the Board of Directors or been a shareholder (with more than 5% of shares) in the companies that BİM Birleşik Mağazalar A.Ş. purchases significant amounts of products and services from or sells significant amounts of products and services to.
- c) I have the professional education, knowledge, and experience to carry out the duties I would assume as a result of becoming an independent member of the Board of Directors.
- d) I do not work full time for any public institution or organization,
- e) I am considered a resident in Turkey according to Income Tax Law,
- f) I have strong ethical standards, professional reputation, and experience that would enable me to make positive contributions to the operations of BİM Birleşik Mağazalar A.Ş., enabling me to maintain impartiality during times of conflict of interest among the partners of the company, and to decide independently by taking the benefit rights into consideration.
- g) I shall devote enough time for the activities of BİM Birleşik Mağazalar A.Ş. to follow the operations of BİM Birleşik Mağazalar A.Ş. and to fully carry out the duties I would assume.
- h) I have not been a member of the Board of Directors of Bim Birleşik Mağazalar A.Ş. for more than six years in total within the last decade,
- i) I have not been an independent member of the Board of Directors in Bim Birleşik Mağazalar A.Ş. or in more than three of the companies controlled by the shareholders who control the management of Bim Birleşik Mağazalar A.Ş. and in more than five of the publicly traded companies in total,
- j) I have not been registered and announced on behalf of the juridical person elected as member of the Board of Directors.

Regards,

Mustafa BÜYÜKABACI

Talat İÇÖZ

Born in Bursa in 1947, Talat İçöz graduated from İzmir Maarif Koleji in 1964-65, and received a BA in Business Administration from the Middle East Technical University in 1969. He continued his studies at the Faculty of Architecture of the same University, and received a MSc in City and Regional Planning in 1971. During his studies, between 1966 and 1972 he worked at Tuzcuoğlu Uluslararası Nakliyat, and completed his military service in 1973. In 1973, he worked at Investment Projects Manager at Ercan Holding A.Ş. and contributed to projects like MAN Truck & Bus project, Mahle piston expansion project, İstanbul Segman Sanayi investment project. He became the Vice General Manager of Burdur Traktör Şirketi in 1978, and the General Manager of Rekor Kauçuk A.Ş. in 1981. Between 1984 and 1991, he served as the Founding Partner, Member of the Board of Directors and General Manager of ÖZBA A.Ş. İçöz was elected Member of the Parliament from İstanbul in 1987, and he has worked as Vice President for Anavatan Party as well as members of the Constitution, Commerce and Technology commissions at the Turkish Grand National Assembly. In 1991, he became the Founding Partner of Çarşı Menkul Değerler A.Ş. Between the years 1995 and 2000, he has been engaged in commercial activities abroad, and between 2002 and 2009 he served as Consultant at Yıldız Holding A.Ş. Since 2010, he has been giving lectures on Turkish Business Environment at the Department of Business Administration at İstanbul Bilgi University. Talat speaks English and is married with two kids.

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- b) I have not worked for those companies that carry out, in part or in full, the activities or organization of Bim Birleşik Mağazalar A.Ş. within the framework of existing agreements, primarily those that audit, rate, or provide consulting services for BİM Birleşik Mağazalar A.Ş., or have been a member of the Board of Directors at these companies within the past five years; I have not worked as an executive manager who would have important duties and responsibilities nor have I been a member of the Board of Directors or been a shareholder (with more than 5% of shares) in the companies that BİM Birleşik Mağazalar A.Ş. purchases significant amounts of products and services from or sells significant amounts of products and services to.
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- j) I have not been registered and announced on behalf of the juridical person elected as member of the Board of Directors.

Regards,
Talat İÇÖZ