

BİM BİRLEŞİK MAĞAZALAR A.Ş.
ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2015
INFORMATION NOTE

Invitation to the General Assembly Meeting

The Ordinary General Assembly Meeting of our Company for the year 2015 will be held at 10:30 on April 13, 2016, in the company head office at the address Abdurrahmangazi Mah. Ebubekir Cad. No.73 Sancaktepe-İstanbul in order to discuss the agenda detailed below.

Annual report for 2015, consolidated financial statements, independent auditor's report, recommendation of profit distribution chart for the year 2015 will be made available to be viewed by the shareholders at the head office and 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 21 March 2016, 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.

<u>Shareholder</u>	<u>Nominal Amount - TRY</u>	<u>%</u>
Mustafa Latif Topbaş	44.876.992	% 14,78
Ahmet Afif Topbaş	28.500.000	% 9,39
Abdulrahman El Khereji	6.072.000	% 2,00
Firdevs Çizmeci	3.499.980	% 1,15
Fatma Fitnat Topbaş	3.036.000	% 1,00
Ahmed Hamdi Topbaş	1.600.000	% 0,53
Ahmet Hamdi Topbaş	520.000	% 0,17
Ömer Hulusi Topbaş	360.000	% 0,12
İbrahim Halit Çizmeci	20	% 0,00
Other (Public)	215.135.008	% 70,86
TOTAL	303.600.000	% 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 Ordinary General Assembly Meeting Minutes,

The Moderator who will chair the 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 General Assembly, so that the decisions taken in the General Assembly can be written to minutes, shall be approved according to the provisions of TTK and Regulation.

2. Reading and negotiating the Annual Report for the year 2015,

The annual report for the year 2015 will be made available to be viewed by the shareholders at the head office no later than 21 days prior to the date of General Assembly Meeting. The related reports are also available at the below link of Company web site <http://www.bim.com.tr/Categories/654/faaliyet-raporlari.aspx>

This item is for information purposes and shall not be voted.

3. Reading and negotiating the auditor's reports for the year 2015,

The report with unqualified (clean) opinion, prepared by Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of PricewaterhouseCoopers), for the financial statements of the year 2015 has been made available to be viewed by the shareholders at the company head office and also through the link;

<http://english.bim.com.tr/Category/653/periodical-financial-results.aspx>

This item is for information purposes and shall not be voted.

4. Review, negotiation and approval of the financial statements for the year 2015,

The financial statements prepared for the year 2015 according to the regulations of the Capital Markets Board made available at the company head office and also through the link;

<http://english.bim.com.tr/Category/653/periodical-financial-results.aspx>

5. Decision on acquittal of members of the Board of Directors due to their activities in the year 2015,

As per the provisions of TTK, acquittal of members of the Board of Directors due to their activities in the year 2015 shall be submitted to the General Assembly for approval.

6. Discussion and resolution of recommendation of the Board of Directors regarding profit distribution for the year 2015,

With regard to the profit of the year 2015, with a final amount of TRY 583.131.000 after taxes according to the consolidated financial statements prepared pursuant to the Capital Markets Board's communiqué Serial: II-14.1, the Company's Board of Directors has made the following decisions which are to be negotiated in the Ordinary General Assembly Meeting:

- A gross amount of **TRY 333.960.000**, which is 110% of the paid-in corporate capital shall be distributed in cash,
- **TRY 31.878.000** shall be allocated as 2nd legal reserve
- For calculation of the profit to be distributed in cash, the expression "TRY 1.- Nominal value = 1 piece = 1 Lot" taken as basis; and a gross=net dividend amount of TRY 1,10 shall be paid in cash to our shareholders whose dividends are not subject to withholding tax per bearer share amounting to TRY 1.- in fully-paid shares, and to other shareholders a dividend amount of (gross TRY 1,10) net TRY 0,935 per share amounting to TRY 1.- ,

- Distribution of Cash Dividends shall be made in two installments; first installment to be paid as 0,60 TL per share in gross after June 6, 2016 , second installment to be paid as 0,50 TL per share in gross after November 7, 2016
- The profit distribution table, as presented in **ANNEX-1**, shall be proposed to AGM.

7. Election of the New Board Members and determination of their monthly participation fee,

Two independent member candidates shall be determined for the Board of Directors of six members as per the Capital Markets Board's Communiqué Serial: II-7.1 on Corporate Government. In this respect, the names of Talat İçöz and Mustafa Büyükbacı shall be submitted, as the independent members, to the General Assembly for approval. These independent members were approved with the Capital Markets Board's letter dated February 29, 2016. CVs of these independent member nominees are provided in **ANNEX-2**.

For the other four member positions in the Board of Directors, reconsideration of the members served in 2015 is expected and CVs of the current members are provided in **ANNEX-2**.

The monthly participation fee paid to the Board members is TRY 4.000 according to the decision of the last year's ordinary general assembly, and proposal for 2016 is expected to be around same amount.

8. Presentation of the report of the Board of Directors on related party transactions that are common and continuous as per article 10 of the Capital Markets Board's Communiqué Serial II No:17.1 and article 1.3.6 of the Corporate Governance Principles, and informing the General Assembly about the transactions,

The report prepared by the Board of Directors on March 8, 2016 on the related party transactions, which are common and continuous, performed in 2015 shall be presented to the shareholders. The conclusion part of the report was also disclosed to the public on the 8th March 2016. Please refer to **ANNEX-3** for the report.

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,

Authorization to be given the members of the Board of Directors, so that they can carry out the duties specified in the first paragraph of Article 395 "Transactions with the Company, Prohibition of Borrowing from the Company" and Article 396 "Prohibition of Competition" of the Turkish Commercial Code, shall be presented to the General Assembly for approval.

10. Information about the share buy back program realized between June 3, 2015 – August 18, 2015 under the authorization granted with the decision of the Board of Directors dated June 3, 2015;

Based on the opinion that the Company shares do not reflect the actual performance of Company activities as a result of the fluctuations in the share price, Haluk Dortluoğlu, a member of the Executive Board and CFO of the Company, was authorized with the purpose of repurchasing the Company shares up to TRY 200,000,000 with the decision of the Board of Directors dated June 3, 2015. The upper price limit for repurchase transactions was determined to be TRY 46. The program was ended by board decision dated August 18, 2015 and no any shares purchased during the program.

Independent from the above program, the outstanding shares amounting 446.115 in nominal, purchased during the previous share buy back program (average cost TRY 43,9) between March 5, 2015 – April 15, 2015, were sold to the market on September 3rd, 2015 by the average price of TRY 52,9. The profit gained from the transaction amounting to TRY 4.017.843 is recorded as retained earnings in the equity of the financial statements.

11. Presentation of the donations and aids by the Company in 2015 for the General Assembly's information,

Pursuant to Article 6 of the Capital Markets Board Communiqué Serial: IV, No:-19.1, donations made within the year must be submitted to the information of the General Assembly. The Company's donations in 2015 amounted to TRY 4.543.611. This amount of donation which corresponding %0,026 of total sales of 2015 is below the % 0,1 upper limit determined in the donation & aid policy.

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,

The fact that no pledge, guarantee and hypothec were granted by the Company in favor of third parties shall be submitted for the General Assembly's information, and this article related to the approval of the General Assembly, whereby it only serves for information purposes.

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,

The Board of Directors decided in March 21, 2016, that the General Assembly would be advised to receive independent audit services for the year 2016 from Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of PricewaterhouseCoopers), as per the Turkish Commercial Law and regulations of the Capital Markets Board.

ANNEXES

ANNEX-1: Profit Distribution Chart for the year 2015

ANNEX-2: CVs of Member Nominees for the Board of Directors

ANNEX-3: Report on the Related Parties

Annex1: BİM Birleşik Mağazalar A.Ş. 2015 Dividend Distribution Chart (TL)			
1. Share Capital			303.600.000
2. Total Reserve Funds (Per Legal Records)			203.398.337
Priority on dividend			None
		Per Capital Market Board	Per Legal Records
3.	Profit Before Tax	748.973.000	807.023.367
4.	Corporate Tax (-)	165.842.000	162.347.473
5.	Profit After Tax (=)	583.131.000	644.675.894
6.	Prior Year Loss(-)	-	-
7.	First Reserve Fund (-)	-	-
8.	Net Income Distributable(=)	583.131.000	644.675.894
9.	Donations (+)	4.543.611	
10.	Distributable Income + Donations	587.674.611	
11.	First Dividend to Shareholders		
	-Cash	176.302.383	
	-Bonus	-	
	- Total	176.302.383	
12.	Dividend For Privileged Shares	-	
13.	Other Dividend - Board Members - Employees - Other	-	
14.	Dividend to Redeemed Shares	-	
15.	Second Dividend to Shareholders	157.657.617	
16.	Second Reserve Fund to be allocated	31.878.000	
17.	Other Reserves	-	-
18.	Special Reserves	-	-
19.	Extraordinary Reserves	217.293.000	278.837.894
20.	Other funds to be distributed	-	-

DIVIDEND RATIO TABLE

	GROUP (*)	TOTAL DIVIDEND DISTRIBUTED		TOTAL NET DIVIDEND DISTRIBUTED / NET DISTRIBUTABLE INCOME	DIVIDEND TO 1 TL NOMINAL SHARES	
		CASH (TL)	BONUS(TL)	RATIO (%)	AMOUNT (TL)	RATE (%)
NET	TOTAL	283.866.000	-	48,7	0,935	93,5

(*) There is no privileged shares.

ANNEX 2: RESUMES OF BOARD OF DIRECTORS

Mustafa Latif Topbaş (Member)

Born in Istanbul in 1944, Mustafa Latif Topbaş began his career in 1961 as partner and executive at Bahariye Mensucat A.Ş., a family-run business in the textile industry. In subsequent years, he served as founder and executive of various industrial and commercial companies. In 1994, he became a founding partner of BİM and was appointed as Deputy Chairman of the Board of Directors. He has served as Chairman of the Board of Directors since 2006, and also as Chairman of the Executive Board since January 2010.

Mahmud P. Merali (Member)

Mahmud Merali was born in 1952 in Mombasa, Kenya and completed his higher education there. Having completed his professional education and training in the UK, he began his career in England as an audit expert and joined one of the largest firms of auditors specializing in publicly traded companies. He has over 40 years' experience in auditing, accounting, taxation and business advisory. He is a Fellow of the Institute of Chartered Accountants of England & Wales (ICAEW), Certified Public Accountant (Kenya), Fellow of the Zambia Institute of Chartered Accountants (ZICA) & an Associate member of the Institute of Taxation (ATII-UK). An Executive partner of the Meralis Group, Mahmud is the regional head for the EMEA region and serves as the Group's International & Financial consultant. Mahmud serves as consultant to multi-national companies in the UK, UAE and East Africa. Since January 2005 he has been a member of the BİM Board and is an invitee to the Corporate Governance Committee, the Audit Committee & the Early Detection Risk Committee.

Jos Simons (Member)

Born in Raalte in the Netherlands in 1945, Jos Simons graduated from the top Management Course at the University of Nijenrode. With a proven track record of over 40 years in the retail industry, he has served as General Manager at Aldi in the Netherlands for over a decade, and has managed his own consultancy company for the retail market. He was General Manager for five years at the Vendex Food Group, one of the largest food retailers in the Netherlands at the time. In 2001, he assumed the position of Chief Operating Officer at BİM, and in January 2006 became the CEO. In April 2008, he was appointed as a member of the Board of Directors. As of January 1, 2010, he has left his position as CEO, and has since then continued to work for BİM as a member of the Board of Directors and as a consultant.

Ömer Hulusi Topbaş (Member)

Born in Istanbul in 1967, Ömer Hulusi Topbaş began his career as a sales executive at Bahariye Mensucat A.Ş., where he worked from 1985 to 1987. Employed at Naspak Ltd. from 1997 to 2000, he then served as Purchasing Manager for Seranit A.Ş. between 2000 and 2002. Since then he has been the General Manager at Bahariye Mensucat A.Ş., and has also been serving as a member of the Board of Directors at BİM since June 2005.

Mustafa Büyükbacı (Independent Member)

Mustafa Büyükbacı has a BSc in Industrial Engineering from Boğaziçi University. Following his graduation in 1984, he continued 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 and 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 worked as a capital markets and finance consultant on monetary, capital, and commodity markets, as well as a member of the Board of Directors for Family Finans and other companies within the Holding. Büyükbacı also founded Bizim Menkul Değerler, and worked as Founding General Manager and Member of the Board of Directors there. He also established the Yıldız Holding real estate group, and institutionalized real estate operations as a business line. 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 with his own investment company. Representing the shares of the Treasury in Borsa İstanbul, he is an independent member of the Board of Directors. He is also the Vice Chairman of the Board of Trustees at İstanbul Sabahattin Zaim University.

Talat İçöz (Independent Member)

Born in Bursa in 1947, Talat İçöz graduated from İzmir Maarif Koleji in 1964-65, and received a BA in Business Administration from Middle East Technical University in 1969. He continued his studies at the Faculty of Architecture of the same university, and received an 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 as Investment Projects Manager at Ercan Holding A.Ş., and contributed to projects such as the MAN Truck & Bus project, the Mahle piston expansion project, and the 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 Parliament from İstanbul in 1987, and has worked as Vice President for the Anavatan Party as well as member 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 was engaged in commercial activities abroad, and between 2002 and 2009 he served as a Consultant at Yıldız Holding A.Ş. Since 2010, he has been giving lectures on the Turkish Business Environment at the Department of Business Administration at İstanbul Bilgi University. Talat speaks English and is married with two children.

ANNEX: 3

BİM BİRLEŞİK MAĞAZALAR A.Ş. YEAR 2015 RELATED PARTY TRANSACTIONS WHICH PROPOUND CONTINUITY AND PENETRATION AND SIMILAR ACTIVITIES TO BE CARRIED OUT IN YEAR 2016

Objective

This report was prepared in compliance with the Series II-17.1 and Article 10 of the Declaration of Corporate Governance Principles of the Capital Markets Board as per the above article. The Board of Directors is obliged to prepare a report regarding the terms and conditions of these activities in comparison to market conditions if the ratio of the sum of transactions executed by company with the related party within one accounting period is in proportion to the sum of the costs of sales calculated according to the latest annual financial statements published regarding acquisition activities and the sum of the revenues from selling activities is anticipated to exceed 10%.

The mentioned report was prepared to enable this inspection within the scope of the related legislation of the transactions executed by company with the related party in 2015 and determine the eligibility of the similar activities that will be carried out in 2016.

As specified in detail in the 26th footnote of the financial statements published regarding 2015 activities the sum of goods and services acquisition activities carried out with related parties is equal to 12,4% of the sum of the costs of goods sold specified in the financial statements published.

Information about the Related Parties

The company's related parties were specified within the scope of the International Accounting Standard N.24. Transactions executed by company with the related party are being carried out for the procurement of the products (commercial goods) sold in stores. Information about the related parties are given below, and since they have not been listed with a stock exchange and therefore their financial data are trade secret, their financial data have not been disclosed herein.

Ak Gıda A.Ş. is a company which produces sterilized milk products such as milk, cheese and yogurt in a number of facilities in Turkey. In the 2015 accounting period with regard to the general purchase agreement signed in 2001 commercial good procurement activities were carried out with the relevant establishment. This company was taken out from related parties list from July 2015 since company's majority shares were sold and the management was changed.

Başak Gıda Pazarlama Sanayi ve Ticaret A.Ş., provides services for the supply and distribution of bread and bakery products. With regard to the general purchase agreement signed in 2008, commercial good procurement transactions were carried out in 2015 accounting period.

Hedef Tüketim Ürünleri San.ve Dış Tic. A.Ş., provides services for non-food spot products. In 2015 commercial good procurement transactions were carried out according to the general purchase agreement signed in 2008.

Turkuvaz Plastik ve Temizlik Ürünleri Ticaret A.Ş., mainly provides sales services of plastic bags and plastic cleaning tools. In 2015 commercial goods and carrier bag procurement transactions were carried out within the scope of the general purchase agreement signed in 2009.

Natura Gıda San. ve Tic. A.Ş., was established with the purpose of producing and selling ice-cream in 2003. In the 2015 accounting period, commercial goods were purchased from this company according to the general purchase agreement signed in 2004.

İdeal Standart İşletmeciliği ve Mümessillik San. Ve Tic. A.Ş. is BİM Birleşik Mağazalar A.Ş.'s 100% subsidiary, a company which provides services in the production of toothbrush and injection products. In the 2015 accounting period, toothbrush purchases were made from this company as part of the general purchase agreement signed in 2003.

Bahar Su San. ve Tic. A.Ş.'s field of activity is bottled water and mineral water production. Over the 2015 accounting period, commercial goods were purchased from this company as per the general purchase agreement signed in 2006.

Seher Gıda Paz. San. ve Tic. A.Ş., carries out activities for the marketing of milk and milk products. Within the 2015 accounting period, commercial goods were purchased from this company under the general purchase agreement signed in 2003. This company was taken out from related parties list from August 2015 since company's majority shares were sold and the management was changed.

Bahariye Mensucat San. ve Tic. A.Ş. established in 1951 is mainly involved in the production of woolen yarn and woolen textiles. Today the company still carries out its activities in the same industry. Within the 2015 accounting period, BİM Birleşik Mağazalar A.Ş. purchased commercial goods from Bahariye Mensucat Sanayi ve Ticaret A.Ş. under the general purchase agreement signed in 2004.

Proline Bilişim Sistemleri ve Ticaret A.Ş. based in Istanbul is a company which provides IT services. Within the 2015 accounting period IT equipment and hardware were purchased from this company.

Sena Muhtelif Ürün Paketleme Gıda San. ve Tic. Ltd is a company in business of marketing dried fruits and confectionery products. The headquarters of the company are located in Istanbul. In compliance with the general purchasing agreement signed in 2014 commercial good procurement transactions were carried out with the related corporation in the 2015 accounting period.

Avansas Ofis Malzemeleri Tic. A.Ş. is an E-Trade company with its headquarters in Istanbul in business of marketing and selling of stationery and office supplies (wholesale and retail). In line with the general purchase agreement signed in 2013, commercial good procurement transactions were earned out with the related corporation in the 2015 accounting period.

Aktül Kağıt Üretim Pazarlama A.Ş. also has its headquarters in Istanbul. The company is in business of the manufacturing and trading of paper and paper products. In line with the general purchase agreement signed in 2014 commercial good procurement transactions were carried out with the related corporation in 2015 accounting period.

Aytaç Gıda Yatırım San. ve Ticaret A.Ş. has its headquarters in Çankırı. The company is in business of the producing and marketing of meat and meat products. In line with the general purchase agreement signed in 2015 commercial good procurement transactions were carried out with the related corporation in 2015 accounting period.

Related Parties and Transactions Executed in 2015

Related parties and the transactions executed of regarding goods and services from these companies in 2015 are shown in the table below:

Related Parties	Goods and Services Purchase Amount (TL thousand)	Proportion to the Cost of the Goods Sold
Başak Gıda	544.669	3,7%
Ak Gıda	512.769	3,5%
Turkuvaz Plastik	244.467	1,7%
Hedef Tüketim Ürünleri	211.136	1,4%
Aktül	118.571	0,8%
Natura Gıda	100.988	0,7%
Sena Paketleme	35.108	0,2%
Aytaç Gıda	29.280	0,2%
İdeal Standart	12.218	0,1%
Proline Bilişim	2.246	0,0%
Avansas	1.740	0,0%
Bahariye Mensucat	960	0,0%
Seher Gıda	705	0,0%
Bahar Su	--	0,0%
TOTAL	1.814.857	12,4%

Comparision with Market Conditions

Comparable Price Method

Comparable Price Method is a method used to determine a company's comparable sale/purchase price by comparing it to the market price quoted in the transactions carried out between the non-affiliated real or private persons who sell/purchase comparable goods or services. To use this method the transaction between the related parties must be comparable to the transactions between the non-affiliated persons.

Most of the products BIM purchases from its affiliates are BIM's own private-label products. Brands, formulas and designs of the private label products are the property of BIM and

produced by suppliers chosen by the company. In 2015, the percentage of private label products in total sales was 70%.

In accordance with company policy we usually try to purchase any private-label product from more than one supplier. For this reason, comparability of the product purchased from an affiliated party can be measured with the comparable price method by comparing the conditions of purchasing from the third party.

The assessment indicates no significant difference in accordance with the arm's length principle.

Transactional Net Margin Method

Institutions such as doing business with only one supplier where the comparable price method was not applied; the transactional net margin method was applied. In this method the profit margin of the product in the store was compared to the BIM profit margin in general and moreover differences between the prices of the same products and equivalent products in the market were examined. It was concluded that the average sales margin of the products was not significantly different from company averages and their sales prices were not markedly different from the prices of the equivalent products in the market.

Results

In the report hereby presented by the Board of Directors in accordance with the standards specified in the relevant Communiqué of the Capital Markets Board, it is concluded that the comparison of the conditions of BİM Birleşik Mağazalar A.Ş.'s executed transactions in 2015 with the affiliated parties specified within the scope of the International Accounting Standard N.24 did not show significant differences compared to the market examples and that there are no issues with executing transactions from the affiliated companies under the same conditions in 2016.