

MINUTES OF ORDINARY GENERAL ASSEMBLY MEETING OF BİM BİRLEŞİK MAĞAZALAR ANONİM ŞİRKETİ FOR THE YEAR 2016 AS HELD ON 18.04.2017

The Ordinary General Assembly of BİM Birleşik Mağazalar Anonim Şirketi has been held on 18 April 2017, at 10:30 hours, at its head office at Abdurrahmangazi Mahallesi Ebubekir Caddesi No.73 Sancaktepe İstanbul, under the supervision of Hüseyin ÇAKMAK, the observer of the Ministry who has been authorized with a letter No. 90726394-431.03 of 17/04/2017 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. 9292 of 27.03.2017, 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 303.600.000 corresponding to 303.600.000 shares has been represented at the meeting including 77.453.148 shares corresponding to TL 77.453.148 principally and 172.109.472 shares corresponding to TL 172.109.472 by proxy and totally 249.562.620 shares were represented. Thus constituting the required quorum as prescribed in the applicable law and its Articles of Association. It has been understood that 106.557.974 shares corresponding to TL 106.557.974 have been represented by the assigned representatives. Then, the meeting has been opened physically and electronically by Talat İÇÖZ, the member of the Board of Directors.

After Talat İÇÖZ, the member of the Board of Directors 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 249.562.620 favorable votes against 0 opposing votes cast physically and electronically that Talat İÇÖZ, be elected as the president of the meeting, Haluk DORTLUOĞLU as the Secretary and Galip AYKAÇ as the Vote Counter and that the Presidency of the meeting be authorized to sign the minutes of the Ordinary General Assembly Meeting.
2. Annual Report of the Board of Directors for the operations in 2016 as publicly disclosed 21 days in advance of the General Assembly Meeting has been read out by the secretary and it has been negotiated by the attendants. No voting has taken place as this item is for information only.
3. The summary of the report for the operating year 2016 as issued by Independent Audit Firm PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi has been read out and negotiated. No voting has taken place as this item is for information only.

4. Balance sheet, profit & loss statements indicating the operating results and accounts for the year 2016 as issued in accordance with the Communiqué No. II-14.1 of the Capital Markets Board have been read out and negotiated. Upon voting, physically and electronically, the financial statements have been ratified by the majority of votes with 248.524.197 favorable votes and 1.038.423 opposing votes.
5. Upon voting, physically and electronically, it has been **resolved** by the majority of votes with 203.186.933 favorable votes and 1.130.683 opposing votes that the members of the Board of Directors of the Company be released for their activities in 2016.

Board of Directors has not used their right of voting originating from their shares.

6. 2016 Profit Distribution has been discussed. Upon announcing the recommendation of Board of Directors, Ahmet Afif Topbaş, one of the physical attendees, has proposed a new motion to the general assembly regarding the demanding to increase the profit distribution.

According to the proposal, it has been **resolved** by the consensus of votes as a result of 248.524.197 favorable votes against 1.038.423 opposing votes cast physically and electronically that of the post-tax profit for the year 2016 in the amount of TL 670.859.000 pursuant to the consolidated financial statements issued in accordance with the Communiqué No. II-14.1 of the Capital Markets Board:

- gross **TRY 455.400.000** which corresponds to the 150% of the capital paid to the shareholders shall be distributed in cash
 - **TRY 44.022.000** shall be allocated as 2nd 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 1,50.to be paid for shareholders whose dividends are not subject to withholding tax and a net dividend of TRY 1,275.- (gross TRY 1,50.-) for each share of TL 1.- for other shareholders shall be paid.
 - that the cash profit distribution be paid in two installments, whereby the first installment be paid as gross 0,90 TL for each share as from 7th June 2017 and the second installment be paid as gross 0,60 TL for each share as from 8th November 2017.
 - that the profit share table be adopted as shown in the Annex 1,
7. The proposal regarding the Membership of Company Board of Directors and honorarium to be for them has been announces along with their curriculum vitae to the attendees. They have been informed about the independent nominees by The Capital Markets Board.

The members of the Board of Directors have been elected by individual voting upon the given proposal. As a result of the voting, physically and electronically, it has been **resolved** that;

Mustafa Latif TOPBAŞ to be elected as a member of the Board of Directors and to be paid 5.000 TL honoraria per month by the majority of votes with 219.374.756 favorable votes and 30.187.864 opposing votes,

Ömer Hulusi TOPBAŞ to be elected as a member of the Board of Directors and to be paid 5.000 TL honoraria per month by the majority of votes with 219.374.756 favorable votes and 30.187.864 opposing votes,

Mahmud Pyarali MERALI to be elected as a member of the Board of Directors and to be paid 5.000 TL honoraria per month by the majority of votes with 219.374.756 favorable votes and 30.187.864 opposing votes,

Jozef Wilhelmus Johannes SIMONS to be elected as a member of the Board of Directors and to be paid 5.000 TL honoraria per month by the majority of votes with 219.374.756 favorable votes and 30.187.864 opposing votes,

Mustafa BÜYÜKABACI to be elected as an independent member of the Board of Directors and to be paid 5.000 TL honoraria per month by the majority of votes with 219.374.756 favorable votes and 30.187.864 opposing votes,

Talat İÇÖZ to be elected as an independent member of the Board of Directors and to be paid 5.000 TL honoraria per month by the majority of votes with 219.374.756 favorable votes and 30.187.864 opposing votes.

8. Upon voting, physically and electronically, it has been **resolved** by the majority of votes with 245.153.747 favorable votes and 4.408.873 opposing votes that the members of the Board of Directors of the Company be authorized to perform the transactions set forth under Articles 395 and 396 of the Turkish Commercial Code.

Additionally, General Assembly attendees have been informed about the transactions of the company in 2016 and it is stated that there is not any transaction to be detailed in the framework of the Capital Markets Board Corporate Governance Compliance Article 1.3.6.

9. The shareholders have been informed about the buy-back transactions to repurchase the shares of the company from the stock exchange.

As part of the resolution of the Board of Directors on 22 July 2016, an amount up to 300.000.000 TL from the internal sources of the company is to be allocated for the buy-back program and Mr. Haluk Dortluoğlu, the Member of Executive Committee and CFO has been duly authorized to repurchase the shares of the Company from the stock. The program was ended by board decision dated March 16, 2017 and Mr. Haluk Dortluoğlu, the Member of Executive Committee and CFO has been duly authorized to sell the shares in the stock when necessary.

The total number of shares bought back within the program between July 22, 2016 and March 16, 2017 is 1.230.280 in nominal which corresponds 0,4% of the company share capital and TL 61.111.113 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 TL46,74 and TL52,05, respectively. The average transaction price was TL49,67.

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

10. The General Assembly has been informed that the Company has donated 6.954.076 TL in 2016 corresponding to 0,035% of the total sales in 2016 and it has remained below the upper limit of 0,1% determined in the Company Aid & Donation Policy.

Aids and donations by the Company in 2016;

Donation made on educational institutions	3.020.132 TL
Donation made on public institutions	2.031.115 TL
Donations made on foundations, organization and persons	708.689 TL
Other aids and donations	1.194.140 TL
Total aids and donations	6.954.076 TL

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

11. The shareholders have been duly informed that no guarantee, surety, pledge, mortgage or other encumbrances have been created in favor of third parties pursuant to the Corporate Governance Communiqué of the Capital Markets Board. No voting has taken place as this item is for information only.

12. Approval of the Independent Audit Firm as selected by the Board of Directors in accordance with the Turkish Commercial Code and Capital Markets Board regulations has been voted.

Upon voting, physically and electronically, it has been **resolved** by the majority of votes with 242.092.635 favorable votes and 7.469.985 opposing votes that, in line with the proposal of the chairman of the Board of Directors, the independent audit service for the year 2017 be outsourced from Independent Audit Firm PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi in accordance with the Turkish Commercial Code and Capital Markets Board regulations

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

APX: Profit Distribution Table 2016

Talat İÇÖZ
PRESIDENT OF MEETING

Haluk DORTLUOĞLU
SECRETARY

Galip AYKAÇ
VOTE COUNTER

Hüseyin ÇAKMAK
OBSERVER OF MINISTRY