

BİM BİRLEŞİK MAĞAZALAR A.Ş.
ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2017
INFORMATION NOTE

Invitation to the General Assembly Meeting

The Ordinary General Assembly Meeting of our Company for the year 2017 will be held at 10:30 on April 25, 2018, 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 2017, consolidated financial statements, independent auditor's report, recommendation of profit distribution chart for the year 2017 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 22 March 2018, 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.

Shareholder	Nominal Amount (TL)	Participation Rate (%)
Merkez Bereket Gıda Sanayi ve Ticaret A.Ş.	44.876.992	%14,78
Naspak Gıda Sanayi ve Ticaret A.Ş.	31.896.000	%10,51
Other (Non Public)	11.192.000	%3,68
Other (Public)	215.635.008	%71,03
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 2017,

The annual report for the year 2017 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 2017,

The report with unqualified (clean) opinion, prepared by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of PricewaterhouseCoopers), for the financial statements of the year 2017 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 2017,

The financial statements prepared for the year 2017 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 2017,

As per the provisions of TTK, acquittal of members of the Board of Directors due to their activities in the year 2017 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 2017,

With regard to the profit of the year 2017, with a final amount of TRY 863.001.000 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:

- gross **TRY 576.840.000** which corresponds to the 190% of the capital paid to the shareholders shall be distributed in cash,
- **TRY 56.166.000** 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 1,90.- to shareholders whose dividends are not subject to withholding tax and shall be paid a net dividend of TRY 1,615 (gross TRY 1,90) for each share of TL 1 for other shareholders,

- distribution of cash dividend shall be proposed to be implemented in two installments, first installment be distributed as gross TRY 1,1 for each share from 6th June 2018 and second installment as TRY 0,80 for each share from 7th November 2018,
- 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. The term of office of the current Independent Members of the Company's will expire in 2018 in accordance with Article 4.3.6 of the Corporate Governance Principles of the Capital Markets Board. So, the Company Board of Directors presented the nominations of Bekir PAKDEMİRLİ and Ahmet AKÇA to the general assembly. These independent members were approved with the Capital Markets Board's letter dated 8 March, 2018. CVs of these independent member nominees are provided in **ANNEX-2**.

For the other four candidates for the Board of Directors, candidates taking part in 2017 are expected to be proposed again, and resumes of current candidates are included in **ANNEX-2**.

The monthly honorarium fee to be paid to the Board members for the year 2018 will be proposed as **5.500 TRY** per month.

8. 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 within such framework in 2017,

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.

Additionally, pursuant to the Capital Markets Board Corporate Governance Principles No. 1.3.6, the General Assembly shall be informed in the event that shareholders having managerial control, shareholder board members, senior management and relatives up to the second degree of blood or affinity engaged in a significant business transaction creating a conflict of interest with the Company or its subsidiaries, competed with the company in the same line of business on their own behalf or on the behalf of others, or was involved in the same business as that of the Company as unlimited partner in another company. Information about mentioned

transactions must be included as a separate article on the agenda and recorded into the minutes of the General Assembly.

The transactions performed with related parties in 2017 includes common and continuous product transactions and those purchases correspond %11,2 of total purchases as of 2017. The details of related party transactions were disclosed in the 26th note of Company financial statements published on the 7th March, 2018. In addition, a report was prepared by the Board of Directors in order to evaluate the common and continuous transaction with related parties in accordance with the CMB's Corporate Governance Principles and the result of the report was announced to the public through Public Disclosure Platform (KAP) on 7 March 2018.

According to the result part of the report, it is concluded that, the comparison of the conditions of BİM Birleşik Mağazalar A.Ş.'s executed transactions in 2017 with the related 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 2018.

In 2017, there has not been any material transaction which requires notification in accordance with Corporate Governance Principle No. 1.3.6 of the Corporate Governance Communiqué.

9. Presentation of the donations and aids by the Company in 2017 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 2017 amounted to TRY 13.080.623 TL. This amount of donation which corresponding %0,053 of total sales of 2017 is below the % 0,1 upper limit determined in the donation & aid policy.

10. 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.

11. 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 22, 2018, that the General Assembly would be advised to receive independent audit services for the year 2018 from PwC

Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as per the Turkish Commercial Law and regulations of the Capital Markets Board.

ANNEXES

ANNEX-1: Profit Distribution Chart for the year 2017

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

Annex1: BİM Birleşik Mağazalar A.Ş. 2017 Dividend Distribution Chart (TL)			
1. Share Capital			303.600.000
2. Total Reserve Funds (Per Legal Records)			340.409.449
Priority on dividend			None
		Per Capital Market Board	Per Legal Records
3.	Profit Before Tax	1.095.853.000	1.081.121.322
4.	Corporate Tax (-)	232.852.000	213.613.417
5.	Profit After Tax (=)	863.001.000	867.507.905
6.	Prior Year Loss(-)	-	-
7.	First Reserve Fund (-)	-	-
8.	Net Income Distributable(=)	863.001.000	867.507.905
9.	Donations (+)	13.080.622	
10.	Distributable Income + Donations	876.081.622	
11.	First Dividend to Shareholders		
	-Cash	262.824.487	
	-Bonus	-	
	- Total	262.824.487	
12.	Dividend For Privileged Shares	-	
13.	Other Dividend - Board Members - Employees - Other	-	
14.	Dividend to Redeemed Shares	-	
15.	Second Dividend to Shareholders	314.015.513	
16.	Second Reserve Fund to be allocated	56.166.000	
17.	Other Reserves	-	-
18.	Special Reserves	-	-
19.	Extraordinary Reserves	229.995.000	234.501.905
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, NET	
		CASH (TL)	BONUS(TL)	RATIO (%)	AMOUNT (TL)	RATE (%)
NET	TOTAL	490.314.000	-	56,81	1,615	161,5

(*) There is no privileged shares.

ANNEX 2: RESUMES OF BOARD OF DIRECTORS

MUSTAFA LATİF TOPBAŞ

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

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 joined one of the largest firms of auditors specializing in publicly traded companies. He has over 45 years' experience in auditing, accounting, taxation and business advisory. He is a Fellow of the Institute of Chartered Accountants of England & Wales (ICAEW), Chamber of Certified Public Accountants (Kenya), 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. He is a member of the BİM Board and is an invitee to the Corporate Governance Committee, the Audit Committee & the Early Detection Risk Committee.

JOZEF WILHELMUS JOHANNES SIMONS

Born in Raalte in the Netherlands in 1945, 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 HULUSİ TOPBAŞ

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.

AHMET AKÇA (Independent Member Candidate)

From 1981 to 1988, Mr. Akça served as a Foreign Trade Manager in the glass and food industry. In 1988 he became the CEO of an International Trading Company, and held that responsibility until 1992. He later started his own business, which he still runs. Mr. Akça is the Founder and Chairman of the Board of Directors of logistic company Akça Lojistik Hizmetleri ve Ticaret A.Ş. Ahmet Akca has been appointed as a Turkcell Board Member by Capital Markets Board in March 2013 and has been serving as the Chairman of Turkcell since August 2013. He was a Member of the Committee of Trustees in January 2010, at the time of the Bezmialem Vakıf University Establishment, and has been serving as the Chairman of the Committee of Trustees since November 2011. After studying mathematics at Middle East Technical University and sociology at Istanbul University for a certain period, Mr. Akça graduated from the Bursa Economics and Commercial Sciences Academy's Department of Economics.

BEKİR PAKDEMİRLİ (Independent Member Candidate)

Bekir Pakdemirli was born in 1973 in Izmir. After graduating from Bilkent University, Faculty of Business Administration, he completed his Master's degree in Management at Başkent University, and his PhD degree in Economics at Celal Bayar University. Bekir Pakdemirli has been an entrepreneur in food, computer and automotive industries and has taken roles in the establishment and management of various companies. During his career, he also served as the General Manager of a ceramics company, which is among the 500 industrial companies in Turkey and a publicly traded food company. He has served in executive management positions at McCain Company, a multinational company, and still offers consultancy services to McCain Company. Beside serving as a Member of The Board Of Directors of Turkcell İletişim Hizmetleri A.Ş. and its subsidiaries, he is also serving as a Member of the Board of Directors of Albaraka Türk Participation Bank. Pakdemirli also continues his roles as a member of the Board of the Directors of Tarkem Tarihi Kemeraltı A.Ş., Turkish Foundation for Mental Healthcare, as well as being a Member of the Board of Trustees of Anatolian Autism Foundation and a Member of Capital Markets Investors Association with his attention to social responsibility. He is a captain, pilot and an amateur radio operator. He is married and has three children.