

BİM BİRLEŞİK MAĞAZALAR A.Ş.
INVITATION TO ORDINARY GENERAL ASSEMBLY MEETING
FOR THE YEAR 2018

The Ordinary General Assembly Meeting of our Company for the year 2018 will be held at 14:00 on May 21, 2019, in the company head office at the address Abdurrahmangazi Mah. Ebubekir Cad. No.73 Sancaktepe-Istanbul in order to discuss the agenda detailed below.

Annual report for 2018, consolidated financial statements, independent auditor's report, recommendation of profit distribution chart for the year 2018 and amendments in article of association 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.

Agenda :

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

Appx: Amendments in article of association

BİM BİRLEŞİK MAĞAZALAR A.Ş. ARTICLES OF ASSOCIATION AMENDMENTS	
OLD	NEW
SECTION II SHARE CAPITAL AND SHARES <i>SHARE CAPITAL AND SHARE PERCENTAGES</i>	SECTION II SHARE CAPITAL AND SHARES <i>SHARE CAPITAL AND SHARE PERCENTAGES</i>
Article 6. The principal capital of the Company is TL 303.600.000 (Three hundred three million six hundred thousand Turkish Lira) divided into 303.600.000 (Three hundred three million six hundred thousand) shares each having a nominal value of TL 1 (One Turkish Lira). The share capital of the Company being TL 303.600.000 (Three hundred three million six hundred thousand Turkish Lira) has been fully paid. The share capital has now been increased TL 151.800.000 (One hundred fifty one million eight hundred thousand Turkish Lira) by 100%, including TL 23.121.744 (Twenty three million one hundred twenty one thousand seven hundred forty four Turkish Lira) being secured from 2012 annual profit and TL 128.678.256 (One hundred twenty eight million six hundred seventy eight thousand two hundred fifty six Turkish Lira) from extraordinary reserves. All of the shares in the Company are of bearer type. The shares to be issued due to addition of internal resources to principal capital, will be given free of charge to the shareholders in proportion to their shareholding. No new shares can be issued until all issued shares are sold and their values are collected. The announcements in this respect are made in accordance with the announcement article of Article of Association. Shares representing the capital are monitored in line with dematerialization rules. The share capital may be increased or decreased in accordance with the provisions of the Turkish Commercial Code and Capital Markets Legislation. There is no restriction regarding the share transfer under the Capital Markets laws and regulations. The shares are transferred and assigned in accordance with the provisions of Turkish Commercial Code, Capital Markets Law and other applicable regulations.	Article 6. The principal capital of the Company is TL 607.200.000 (Six hundred seven million two hundred thousand Turkish Lira) divided into 607.200.000 (Six hundred seven million two hundred thousand) shares each having a nominal value of TL 1 (One Turkish Lira). All of these shares are bearer type. TL 303.600.000, which constitutes the previous capital of the Company, has been fully paid. All of the capital increase by %100 this time amounting to TL 303.600.000 (three hundred three million six hundred thousand Turkish Liras) was covered by the net profit of 2018 period and this profit was determined by the YMM report dated 05.03.2019 and numbered 1964-551/947-04. The shares to be issued due to addition of profit to principal capital, will be given free of charge to the shareholders in proportion to their shareholding. No new shares can be issued until all issued shares are sold and their values are collected. The announcements in this respect are made in accordance with the announcement article of Article of Association. Shares representing the capital are monitored in line with dematerialization rules. The share capital may be increased or decreased in accordance with the provisions of the Turkish Commercial Code and Capital Markets Legislation. There is no any restriction regarding the share transfer under the Capital Markets laws and regulations. The shares are transferred and assigned in accordance with the provisions of Turkish Commercial Code, Capital Markets Law and other applicable regulations.

