

BİM BİRLEŞİK MAĞAZALAR A.Ş.
ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2021
INFORMATION NOTE

Invitation to the General Assembly Meeting

The Ordinary General Assembly Meeting of our Company for the year 2021 will be held at 11:00 on June 7, 2022, in the company head office located in Abdurrahmangazi Mah. Ebubekir Cad. No.73 Sancaktepe-İstanbul in order to discuss the agenda detailed below.

Annual report for 2021, consolidated financial statements, independent auditor's report, recommendation of profit distribution chart for the year 2021 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. But, shareholders are recommended to participate in the meeting to the maximum extent electronically due to the virus pandemic that is happening all over the world.

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 28 April 2022, 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.	91.998.214	%15,15
Naspak Gıda Sanayi ve Ticaret A.Ş.	66.600.000	%10,97
Other (Non Public)	15.042.000	%2,48
Other (Public)	433.559.786	%71,40
TOTAL	607.200.000	%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 2021,

The annual report for the year 2021 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 <https://english.bim.com.tr/Category/654/annual-reports.aspx>

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

3. Reading and negotiating the auditor's reports for the year 2021,

The report with unqualified (clean) opinion, prepared by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., for the financial statements of the year 2021 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 2021,

The financial statements prepared for the year 2021 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 2021,

As per the provisions of Trade Commercial Code (TTK), acquittal of members of the Board of Directors due to their activities in the year 2021 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 2021,

The Board of Directors decided unanimously that;

- To pay gross amount of **TRY 1.214.400.000** cash dividend which corresponds to the 200% of the capital to the shareholders and the total cash dividend to be sourced from 2021 profit and retained earnings,
- No funds shall be allocated as 1st legal reserve, as the legal threshold defined on the 519th article in the Turkish Commercial Code has been reached,
- **TRY 118.404.000** 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 2,00 to shareholders whose dividends are not subject to withholding tax and shall be paid a net dividend of TRY 1,80 (gross TRY 2,00) for each share of TL 1 for other shareholders,
- distribution of cash dividend shall be proposed to be implemented at once from **15.06.2022**,

- profit distribution chart shall be advised as is enclosed for discussion at the Ordinary General Assembly meeting of the company.

7. Discussion and resolution on the enclosed amendment draft of Company's Articles of Association,

In the decision taken by the Company's Board of Directors on April 6, 2022, it has been decided to amend the Article 4 of the Company's articles of association, titled "Purpose and Subject Matter" and submit for the approval of the general assembly following the completion of the legal approval processes. The draft amendment of the articles of association is presented in ANNEX-2.

8. 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-17.1 on Corporate Government. The Company Board of Directors presented the nominations of Ahmet AKÇA and Paul Micheal FOLEY to the general assembly. These independent members were approved with the Capital Markets Board's letter dated 25 March, 2022. CVs of these independent member nominees are provided in **ANNEX-3**.

It is expected that candidates whose resumes are included in **ANNEX-3** will be proposed for other four Board Member nominations.

The monthly honorarium fee to be paid to the Board members for the year 2022 will be proposed as 17.500 TRY per month.

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 2021,

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 2021 includes common and continuous product transactions and those purchases correspond %12,7 of total purchases as of 2021. The details of related party transactions were disclosed in the 27th note of Company financial statements published on the 2nd March, 2022. 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 2 March 2022. 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 2021 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 2022.

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.

10. Informing the General Assembly on the share buyback program that began on 6 December 2021 and on the share buyback transactions,

The Board of Directors started a share buyback program on December 6, 2021, on the grounds that the share price of the Company did not reflect the actual performance of the Company's activities, and determined the maximum number of shares that can be subject to buyback as 5,000,000 (5,000,000 TL nominal), the maximum amount of funds to be allocated is 450,000,000 TL.

Within the scope of the related buyback program, 243,808,854 TL was purchased, corresponding to 3,457,000 BİM shares (0.57% of the Company's capital) as of the date of 28 April 2022. The financing of the purchases was obtained from the Company's internal resources. Purchases were made at the lowest unit share prices of 63.00 TL, the highest 84.15 TL and an average of 70.53 TL. After the share buyback, the Company's BİM shares, together with the purchases made in its previous programs, reached 9,127,992 (1.50% of the Company's capital).

11. Presentation of the donations and aids by the Company in 2021 for the General Assembly's information,

Pursuant to Article 6 of the Capital Markets Board Communiqué Serial: II, No: 19.1, donations made within the year must be submitted to the information of the General Assembly. The Company's donations in 2021 amounted to TRY 51.091.246 TL. 29% of the donation was made to aid campaigns initiated by the Presidency, 11% to other public institutions, organizations and municipalities, 52% to associations, foundations and individuals for aid purposes and 8% to educational institutions.

This amount of donation which corresponding %0,072 of total sales of 2021 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 on 29 April, 2022, in accordance with the regulations of the Turkish Commercial Code and the Capital Markets Board, to recommend to the Ordinary General Assembly to receive the independent audit service from Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. in 2022.

14. Wishes and closing

As the last item of the agenda, the wishes of the participants will be asked and the meeting will be ended. There will be no voting in this article.

ANNEXES

ANNEX-1: Dividend Distribution Chart for the year 2021

ANNEX-2: The draft amendment of the articles of association

ANNEX-3: Resumes of Member Nominees for the Board of Directors

Annex 1: BİM Birleşik Mağazalar A.Ş. 2021 Dividend Distribution Chart (TL)

1. Share Capital		607.200.000
2. Total Reserve Funds (Per Legal Records)		1.442.567.141
Priority on dividend		None
	Per Capital Market Board	Per Legal Records
3. Profit Before Tax	3.909.625.000	4.386.507.771
4. Corporate Tax (-)	958.915.000	1.144.096.127
5. Profit After Tax (=)	2.950.710.000	3.242.411.644
6. Prior Year Loss(-)	-	-
7. First Reserve Fund (-)	-	-
8. Net Income Distributable(=)	2.950.710.000	3.242.411.644
9. Donations (+)	51.091.246	
10. Distributable Income + Donations	3.001.801.246	
11. First Dividend to Shareholders		
-Cash	900.540.374	
-Bonus	-	
- Total	900.540.374	
12. Dividend For Privileged Shares	-	
13. Other Dividend		
- Board Members		
- Employees		
- Other	-	
14. Dividend to Redeemed Shares	-	
15. Second Dividend to Shareholders	313.859.626	
16. Second Reserve Fund to be allocated	118.404.000	
17. Other Reserves	-	-
18. Special Reserves	-	-
19. Extraordinary Reserves	1.617.906.000	1.909.607.644
20. Other funds to be distributed		
- Retained Earnings	-	-

DIVIDEND RATIO TABLE

	GROUP (*)	TOTAL DIVIDEND DISTRIBUTED,NET		TOTAL NET DIVIDEND DISTRIBUTED / NET DISTRIBUTABLE INCOME,NET	DIVIDEND TO 1 TL NOMINAL SHARES, NET	
		CASH (TL)	BONUS(TL)	RATIO (%)	AMOUNT (TL)	RATE (%)
NET	TOTAL	1.092.960.000	-	37,04	1,8	180

(*) There is no privileged shares.

ANNEX 2: BİM BİRLEŞİK MAĞAZALAR A.Ş. ARTICLES OF ASSOCIATION AMENDMENTS

OLD	NEW
<p>PURPOSE AND SUBJECT MATTER</p> <p>Article 4</p> <p>4.1. The purpose of the Company is (i) to import and export any and all kinds of goods in full compliance with applicable legislation relating to imports and exports and to open; and (ii) to operate big store chains where any kind of commercial products will be sold at wholesale and retail. In order to inform the investors, the company shall fulfill its liability of public disclosing in compliance with the CMB act and relevant regulations while it engages in the below given operations. The Company may engage particularly in the following transactions and disposals in order to achieve this purpose:</p> <p>a. It may acquire all rights and assume all debts and liabilities that fall within the line of activity mentioned above. The Company may appropriate to take into possession any and all movable and immovable properties in or outside the country in accordance with its purpose and subject matter and it may conduct any dispositive act with respect to those properties. It may purchase, re-sell (if necessary), construct, and appoint other persons to construct, lease to or from, repair (if necessary) and expand such properties.</p> <p>b. It may enter into, perform or amend any agreement or contract regarding the purchase or selling of any goods, product or service relating to its purpose and subject-matter and to transfer or dispose of all its rights, privileges or benefits arising from those agreements to Turkish nationals or to foreigners or may freely dispose them.</p> <p>c. It may submit its documents and funds to official or private entities for deposit and to request the return of the same.</p> <p>d. It may acquire, transfer or dispose of industrial and commercial rights and ownership rights over the movable and immovable properties in or outside the country; to conduct any dispositive transaction including, but not limited to, the purchase or sale of such immovable properties or establishment of pledge or lien over such properties, to accept, establish, release and cancel any and all kinds of rights in rem, servitude rights, leasing, preemptive right to purchase, habitation, mortgage and other encumbrances on immovable properties provided that it does not engage in intermediation and does not manage security portfolios at home or abroad; all these transactions are carried out through a resolution of the Board of Directors. The Company may not exclusively guarantee, pledge or put lien in favor of third persons except that it may guarantee, pledge or put lien on behalf of its own legal persons and/or in favor of partnerships included in the scope of full consolidation during the drafting of financial statements and/or for the purpose of conducting the usual business operations of the Company. The Company adheres to principles specified in the CMB legislation if it may guarantee, pledge, give security or put lien including mortgage on its behalf or in</p>	<p>PURPOSE AND SUBJECT MATTER</p> <p>Article 4</p> <p>4.1. The purpose of the Company is (i) to import and export any and all kinds of goods in full compliance with applicable legislation relating to imports and exports and to open; and (ii) to operate big store chains where any kind of commercial products will be sold at wholesale and retail. 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It may enter into, perform or amend any agreement or contract regarding the purchase or selling of any goods, product or service relating to its purpose and subject-matter and to transfer or dispose of all its rights, privileges or benefits arising from those agreements to Turkish nationals or to foreigners or may freely dispose them.</p> <p>c. It may submit its documents and funds to official or private entities for deposit and to request the return of the same.</p> <p>d. It may acquire, transfer or dispose of industrial and commercial rights and ownership rights over the movable and immovable properties in or outside the country; to conduct any dispositive transaction including, but not limited to, the purchase or sale of such immovable properties or establishment of pledge or lien over such properties, to accept, establish, release and cancel any and all kinds of rights in rem, servitude rights, leasing, preemptive right to purchase, habitation, mortgage and other encumbrances on immovable properties provided that it does not engage in intermediation and does not manage security portfolios at home or abroad; all these transactions are carried out through a resolution of the Board of Directors. 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<p>mortgage on its behalf or in favor of third persons.</p> <p>e. It may co-operate with any real or legal persons, governmental institutions and courts of all degrees, registration offices, municipalities, private entrepreneurs, associations, commissions and committees.</p> <p>f. It may carry out any research, projects and consultancy services within the scope of the Company.</p> <p>g. It may carry out all kinds of commercial and industrial transactions necessitated by its economical purpose and subject matter. It may particularly acquire industrial property rights such as trademarks, patents, invention certificates, know-how, model and design rights and register these in the name of the Company, if necessary. It may also acquire intellectual property rights such as licences, technical information, privilege and goodwill. It may enter into agreements with local or foreign individuals or legal entities regarding such industrial property rights it may transfer, acquire by way of assignment, lease to or from or made them available to third parties.</p> <p>h. It may employ foreign personnel if necessary it may train employees in Turkey or abroad and it may carry related activities thereto.</p> <p>i. It may initiate any kind of litigation procedure, to take part in any lawsuit either as plaintiff or defendant, it may relinquish from lawsuit and accept amicable settlement, it may appeal against court decisions, it may execute such decisions, it may apply to arbitration tribunal, it may appoint and reject arbitrators and to apply for any legal remedy or method in order to successfully conclude any litigation.</p> <p>j. It may supply or have third parties to supply all kinds of plants, machinery, equipment and material relating to its purpose.</p> <p>k. It may execute powers of attorney and agreements relating to services, international agency, dealership, salesmanship, brokerage, agency, distributorship, guarantee and subcontract agreements.</p> <p>l. It may carry out all financial, commercial and industrial transactions within the scope of its subject-matter or appoint others to carry out the same.</p> <p>m. It may carry out any and all other transactions and dispositions related to the subject-matter of the Company in order to achieve the purpose of the Company.</p> <p>n. It may deal with transportation and packaging activities and also import and export if deemed necessary.</p> <p>o. It may incorporate new companies or acquire the shares of existing companies locally or abroad if deemed necessary.</p> <p>p. In order for the company to carry out its operations, it may undertake inner-city and intercity transfer and similar activities to load, unload and distribute the dry and/or fresh fruits and vegetables, meat and meat products, dairy products and, not limited with above said, also all kinds of food and perishable or non-perishable merchandise with all types of specially equipped and/or unequipped territorial, air and naval vehicles which are owned and/or hired and/or possessed through leasing in between its sales outlets, private and/or state owned, individuals and/or corporate entities, organizations and enterprises and warehouses and/or distribution centers which belong to them. To this end, it may purchase, sell, hire, rent, grant finance lease and import motor, motorless, refrigerated, special equipment, unequipped land, sea, air freight vehicles and all their equipment and parts.</p>	<p>favor of third persons.</p> <p>e. It may co-operate with any real or legal persons, governmental institutions and courts of all degrees, registration offices, municipalities, private entrepreneurs, associations, commissions and committees.</p> <p>f. It may carry out any research, projects and consultancy services within the scope of the Company.</p> <p>g. It may carry out all kinds of commercial and industrial transactions necessitated by its economical purpose and subject matter. It may particularly acquire industrial property rights such as trademarks, patents, invention certificates, know-how, model and design rights and register these in the name of the Company, if necessary. It may also acquire intellectual property rights such as licences, technical information, privilege and goodwill. It may enter into agreements with local or foreign individuals or legal entities regarding such industrial property rights it may transfer, acquire by way of assignment, lease to or from or made them available to third parties.</p> <p>h. It may employ foreign personnel if necessary it may train employees in Turkey or abroad and it may carry related activities thereto.</p> <p>i. It may initiate any kind of litigation procedure, to take part in any lawsuit either as plaintiff or defendant, it may relinquish from lawsuit and accept amicable settlement, it may appeal against court decisions, it may execute such decisions, it may apply to arbitration tribunal, it may appoint and reject arbitrators and to apply for any legal remedy or method in order to successfully conclude any litigation.</p> <p>j. It may supply or have third parties to supply all kinds of plants, machinery, equipment and material relating to its purpose.</p> <p>k. It may execute powers of attorney and agreements relating to services, international agency, dealership, salesmanship, brokerage, agency, distributorship, guarantee and subcontract agreements.</p> <p>l. It may carry out all financial, commercial and industrial transactions within the scope of its subject-matter or appoint others to carry out the same.</p> <p>m. It may carry out any and all other transactions and dispositions related to the subject-matter of the Company in order to achieve the purpose of the Company.</p> <p>n. It may deal with transportation and packaging activities and also import and export if deemed necessary.</p> <p>o. It may incorporate new companies or acquire the shares of existing companies locally or abroad if deemed necessary.</p> <p>p. In order for the company to carry out its operations, it may undertake inner-city and intercity transfer and similar activities to load, unload and distribute the dry and/or fresh fruits and vegetables, meat and meat products, dairy products and, not limited with above said, also all kinds of food and perishable or non-perishable merchandise with all types of specially equipped and/or unequipped territorial, air and naval vehicles which are owned and/or hired and/or possessed through leasing in between its sales outlets, private and/or state owned, individuals and/or corporate entities, organizations and enterprises and warehouses and/or distribution centers which belong to them. To this end, it may purchase, sell, hire, rent, grant finance lease and import motor, motorless, refrigerated, special equipment, unequipped land, sea, air freight vehicles and all their equipment and parts.</p>
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<p>r. If deemed necessary, aids and donations could be given to third parties in compliance with the Capital Markets Board regulations subject to fulfillment of CMB's decision of 21/the last, to do required disclosures, to inform the shareholders of the annual donations in the General Assembly and provided that the maximum limits of the donations to be determined by the General Assembly. They could accept cession of owned properties free of charge to city councils, governmental bodies and entities.</p> <p>s. It may participate in any official or private tenders which are related to its field of activity.</p>	<p>r. If deemed necessary, aids and donations could be given to third parties in compliance with the Capital Markets Board regulations subject to fulfillment of CMB's decision of 21/the last, to do required disclosures, to inform the shareholders of the annual donations in the General Assembly and provided that the maximum limits of the donations to be determined by the General Assembly. They could accept cession of owned properties free of charge to city councils, governmental bodies and entities.</p> <p>s. It may participate in any official or private tenders which are related to its field of activity.</p> <p>§. Provided that the relevant legislation in force is complied with and the requisite permits have been obtained, the Company may install, manage and/or have others manage charging stations for electric or alternative energy vehicles at the parking lots of its stores or third party stores and Shopping Malls, may lease and/or sub-lease parking areas, operate parking lots and make contracts and/or partnerships with third parties on these matters; the Company in order to cover its electric and heat energy needs, may establish renewable energy systems such as licensed and unlicensed solar energy power plants and wind energy systems, may establish generating plants and electricity storage systems and may produce electric and heat energy; in case of surplus production, the Company may sell the electric and heat energy and/or capacity to the other legal entities and eligible consumers and may import equipment and fuel relating with the facilities on non-commercial basis.</p> <p>t. Provided that the relevant legislation in force is complied with and the requisite permits have been obtained, the Company may buy, sell, import, export, produce or outsource, cultivate fields and gardens and the Company may carry out the production, outsourcing, purchase, sale, commitment, import and export of all kinds of commercial materials and articles mentioned below, either in its own stores or in practice by opening a new workplace or through e-commerce, may establish partnerships, enter into tenders, and may engage in any commercial activities for intellectual and industrial products and all kinds of commercial goods and services retail and wholesale including all kinds of food products, including fresh fruits and vegetables and ready-to-serve food, basic necessities and all kinds of industrial, agricultural electrical or electronic, telecommunications, digital products and services, stationery, hardware, glassware, pet food, food, collar, aquarium and etc. pet products, textile, furniture, carpet, home textile, cosmetics, leather, chemical, fertilizer, agrochemical products, pesticides, seeds, flowers, seedlings and etc. all kinds of agricultural products; surgical, medical and orthopedic instruments and devices, all kinds of medical, surgical devices, medical consumables and all kinds of similar products and etc., and all kinds of industrially produced traditional herbal medicinal products that have protective and therapeutic effects on human health, all kinds of herbal medicinal products with vitamin and mineral additives, supplements, cosmetic products with herbal content and medical devices with herbal content.</p> <p>u. The Company may establish, operate, manage shopping malls, establish warehouses, open stores, establish and operate fuel sale and service stations together with the abovementioned facilities or separately, operate traveling sales cars, act as operating vending machines, acting as</p>
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brokers in various fields, act as an outsourcer, get outsourcing, and give agency and dealerships, The Company may open modern farms, barns, livestock and slaughterhouses, cold storages, bread factory, integrated meat combination, aisle, restaurant, buffet, cafeteria and sales stores, may establish ready-made food sales, promotion and distribution organizations, may benefit from established organizations, establish and operate a meal card network.

ü. Provided that the relevant legislation in force is complied with and the requisite permits have been obtained, the Company may sell cars, minibuses, midibuses, motorcycles, atvs, utvs, electric bikes, etc., may carry out wholesale or retail trade, import, export of all kinds of motor land vehicles (including trade via intermediaries from internet TV, etc.), may construct real estate, residence, workplace etc., may build buy, sell, mediate and broker all kinds of real estate in its own stores, by opening a workplace or through e-commerce.

v. Provided that the relevant legislation in force is complied with and the requisite permits have been obtained, the Company may establish and develop infrastructures for digital, electronic and other alternative payment methods that allow paying for goods and services through online payment, mobile payment, short message payment and all kinds of technologies and methods that will be implemented later, may provide consultancy services to other domestic and foreign companies in order to provide services, may create electronic expenditure payment units to be used in physical and other virtual platforms, printing, marketing, selling of prepaid virtual and physical cards, coupons containing electronic expenditure payment units, may distribute already printed cards and coupons, may market, sell, make partnerships and agreements with companies that carry out these business and transactions.

ANNEX 3: RESUMES OF MEMBER NOMINEES FOR THE 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, Topbaş was one of the founding partners of BİM and served as Deputy Chairman of the Board of Directors. He has been serving as Chairman of the Board of Directors since 2005, and as Chairman of the Executive Committee since January 2010.

MAHMUD P. MERALİ

Mahmud Merali born in 1952 in Mombasa, Kenya, completed his his professional education and training in the UK. Mahmud joined one of the major firms & gained experience in large owner-managed companies & public listed group of companies. Mahmud has over 50 years' experience in auditing, accounting, taxation, and business advisory spanning the EMEA region.

Mahmud is a Fellow of the Institute of Chartered Accountants of England & Wales (ICAEW), Institute of Certified Public Accountants of Kenya (ICPAK), Institute of Chartered Accountants of Zambia (ZICA) & an Associate Member of the Institute of Taxation (ATII-UK). An Executive Partner of the Meralis Group, Mahmud, is the Group Managing Partner for the EMEA (Europe, Middle East and Africa) region. Mahmud serves as a consultant to multi-national companies in the UK, UAE, and East Africa.

Mahmud Merali is Vice Chairman of the BİM Board of Directors and he is a member of Corporate Governance Committee, Early Detection of Risk Committee, and he gives support to the Audit Committee in the Company.

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 1997. Employed at Naspak Ltd. from 1997 to 2000, he then served as Purchasing Manager for Seranit A.Ş. between 2000 and 2002. Since 2002 he has been the General Manager at Bahariye Mensucat A.Ş.

Ömer Hulusi Topbaş has been serving as a member of the Board of Directors at BİM since June 2005 and he is also member of the Sustainability Committee.

AHMET AKÇA (Independent Member)

Ahmet Akça studied mathematics at Middle East Technical University and sociology at İstanbul University and graduated from the Bursa Economics and Commercial Sciences Academy's Department of Economics.

From 1981 to 1988, he served as a Foreign Trade Manager in the glass and food industries. In 1988, he became the CEO of an international trading company, a position he held until 1992. He later started his own business, which he still runs. He is the founder and Chairman of the Board of Directors of the logistics company, Akça Lojistik Hizmetleri ve Ticaret A.Ş.

He was a member of the Committee of Trustees in April 2010, at the time of the establishment of Bezmialem Vakıf University and has been serving as the Chairman of the Committee of Trustees since November 2011.

In March 2013, he was appointed as a Board Member at Turkcell, by the Capital Markets Board, and he served as the Chairman of the Board of Directors at Turkcell between August 2013 and March 2020. He also served as Chairman of the Board of Directors and Audit Committee at Lifecell Ukraine between 2015-2020, Chairman of the Board of Directors at Global Tower between 2016-2020, Chairman of the Board of Directors at Enerjicell between 2017-2020 and Member of the Board of Directors at TOGG between 2018-2020.

Akça, who has also been the Chairman of the Board of Directors of the Tedarik Lojistik company since 2018, has been serving as the Independent Board Member of BİM as of April 2018 and he is also Chairman of the Audit Committee.

PAUL MICHAEL FOLEY (Independent Member)

Born in London 1958, Paul Foley is currently serving as the Board Chairman at KONZUM Plus in Croatia and as a member of the Supervisory Board at MERCATOR d.d. in Slovenia, VOLI in Montenegro, BİM in Turkey and Korzinka in Uzbekistan.

Paul previously held Board positions at FORTENOVA (Ex Agrokor) in Croatia, MAGNIT in Russia, GIPPO in Belarus, AHT Cooling Systems in Austria, INVERTO AG (a BCG company) in Germany, Iceland Foods in UK and at EKO Holdings in Poland.

Paul started his career with Bejam Frozen Foods in 1974 and has over 45 years of experience in retail management. The main bulk of his career was 23 years at Aldi Süd, a privately held, German-headquartered global retailer, with operations in 10 countries covering Europe, the US and Australia ending in 2012. During his tenure, Paul served on Aldi Süd international management board. He was the CEO for the UK and Republic of Ireland from 1999 -2009 as well as identifying and implementing new business opportunities, including market entry into new geographies. Paul, is a British citizen residing in Austria and is married with 5 children.

Paul Foley is Independent Board Member of BİM and he also has been serving as Chairman of Corporate Governance Committee, Chairman of Early Detection of Risk Committee, member of Audit Committee and Chairman of Sustainability Committee.

KARL-HEINZ HOLLAND

Born in Augsburg/Germany in 1967. After graduation from Augsburg University of Applied Sciences, Karl-Heinz started his career in 1991 at Lidl and learned retail there from scratch. In total Karl-Heinz worked more than 23 years for the Lidl Group, one of the leading food retailers in Europe. Karl-Heinz served around 12 years on the Group Management Board of Lidl - from 2003 to 2008 as Chief Commercial Officer (CCO) and from 2008 to 2014 as Chief Executive Officer (CEO).

Karl-Heinz is serving as Executive Chairman of Takko Fashion, an European Discount Fashion retail chain. Since 2016 Karl-Heinz supports The Boston Consulting Group as Senior Advisor on many of their retail projects all over the world and he is also founder partner and CEO of Cleangang Holding in Germany.

Between 2016 and 2022 Karl-Heinz was serving as Member and since 2021 as Chairman of the Supervisory Board of Zooplus AG, the leading online pet food retailer in Europe. Karl-Heinz Holland served as a Member of the Supervisory Board of the X5 Retail Group, the leading grocery retailer in Russia between 2018-2021 and he served as Board Member and CEO of DIA Group, a grocery retail chain in Spain, Portugal, Brazil and Argentina to lead the first phase of DIA's turnaround in 2019/2020. Additionally, Karl-Heinz was Chairman of the Advisory Board of the DSD-Duales System Holding and Member of the Advisory Board of LetterOne Retail, London.

Karl-Heinz has around 30 years of experience in the retail industry, mainly focused on grocery retail. He is married and a German citizen, living in Germany.