



Invitation to the 2022 Ordinary General Assembly Meeting
From the Board of Directors of
BİZİM TOPTAN SATIŞ MAĞAZALARI A.Ş.

Dear Shareholders,

The Shareholders Meeting of our Company for the year 2022 will be held on 07/06/2023 at 14:00 at the address “Kuşbakışı Cad. No:19 Altunizade Üsküdar/İstanbul”, according to the agenda specified below. (*)

In accordance with the CMB Corporate Governance Principles and CMB Communiqués, regarding the issues to be discussed at the Ordinary General Assembly; The agenda of the General Assembly Meeting includes the Annual Report of the Board of Directors for the Operating Year 2022, the Financial Statements and the Independent Audit Report, the proposal on Profit Distribution and the Corporate Governance Principles Compliance Report attached to the Annual Report and the necessary explanations for compliance with these agenda items and the Capital Markets Board regulations. The detailed Information Note will be available for review by our esteemed shareholders three weeks before the meeting, within the statutory period, at the Company Headquarters, on the Company website at www.bizimtoptan.com.tr , on the Public Disclosure Platform and on the Electronic General Assembly system.

Shareholders who wish to attend the General Assembly Meeting in person or through their representatives in the electronic environment pursuant to Article 1527 of the Turkish Commercial Code must notify their preferences via the Electronic General Assembly System (EGAS) through the Central Securities Depository system. In case the representative will attend the General Assembly Meeting instead of the shareholder, the identity information of the representative must be recorded in the EGAS. In cases where the representative will attend the meeting physically, authorization can be made in this way.

Pursuant to Article 415 of the Turkish Commercial Code, our shareholders or their representatives whose share certificates have been dematerialized within the framework of the Central Securities Depository (CSD) regulations and whose names are on the list of shareholders, will be able to attend the General Assembly Meeting. Shareholders whose names are on this list can physically attend the Ordinary General Assembly Meeting of our Company by showing their identity cards.

Shareholders and their representatives, who wish to attend the meeting electronically are required to fulfill their obligations in accordance with the provisions of “Regulation Regarding the Electronic General Assembly of the Incorporated Company” published on the Official Gazette dated 28 August 2012 and numbered 28395 and “Communiqué Regarding the Electronic General Assembly System to be Applied in the General Assembly Meeting of the Incorporated Company” published on the Official Gazette dated 29 August 2012 and numbered 28396. Otherwise, they will not be able to attend the meeting. Detailed information on EGAS can be found at www.mkk.com.tr

Our shareholders who cannot attend the meeting in person to exercise their voting rights by proxy should issue their power of attorney in accordance with the sample below or obtain a sample of the proxy form from our Company Headquarters and the Company website at www.bizimtoptan.com.tr and submit their notarized power of attorney, by fulfilling the matters stipulated in the “Communiqué Regarding Proxy Voting and Call Based Proxy Meetings” numbered II-30.1 provision of the Capital Markets Board, published in the Official Gazette dated 24.12.2013 and numbered 28861.

Pursuant to paragraph 4 Article 415 of Turkish Commercial Code number 6102 and paragraph 1 Article 30 of Capital Market Law the right to participate and cast votes in general assemblies is not subject to

the condition of depositing share certificates. Accordingly, shareholders are not required to block their shares to attend the General Assembly.

Voting at the General Assembly will be made by open voting method with show of hands, with provisions relating to electronic voting being reserved.

Respectfully submitted to the attention of esteemed Shareholders.

(*) In accordance with Article 29 of the Capital Markets Law, a registered letter will not be sent to our shareholders for the invitation to the General Assembly Meeting.

Regards,

BİZİM TOPTAN SATIŞ MAĞAZALARI A.Ş.

BİZİM TOPTAN SATIŞ MAĞAZALARI A.Ş.
AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2022

1. Opening and election of the Chairman of Meeting,
2. Authorization of the Minutes of the General Assembly Meeting to be signed by the Chairman of Meeting,
3. Reading and discussing the Annual Report of Board of Directors for the fiscal year 2022,
4. Reading the Independent External Audit Report summary for the fiscal year 2022,
5. Discussion and approval of the Consolidated Financial Statements for the fiscal year 2022,
6. Discussion and resolve of the acquittal of the members of the Board of Directors separately for the activities and transactions of the fiscal year 2022,
7. Election of the new Board Members and determination of term of office and remuneration for the members of the Board of Directors,
8. Discussing and determining the proposition of the Board of Directors for dividend distribution,
9. Decision to amend article 10 of the Company's Articles of Association, titled "YÖNETİM KURULU TOPLANTILARI", as follows,
10. Discussion and resolve of the proposal of the Board of Directors regarding the selection of an independent external auditor for the auditing of the 2023 fiscal year accounts and transactions in accordance with the Turkish Commercial Code and capital market legislation,
11. Submission of information on donations and charitable contributions made in 2022 and discussing and deciding on the proposal of the Board of Directors regarding the determination of the donation limit for the period 01/01/2023 – 31/12/2023,
12. Informing the shareholders regarding the collaterals, pledges and mortgages put by the Company in favor of third persons and the revenues and benefits gained by the Company, within the framework of the Capital Markets Board regulations,
13. Authorization of the members of the Board of Directors pursuant to Articles 395 and 396 of the Turkish Commercial Code,
14. Closing.



POWER OF ATTORNEY
BİZİM TOPTAN SATIŞ MAĞAZALARI A.Ş.

I / we hereby appoint _____ as my Proxy, to represent me in accordance with my instructions stated below, to vote, to make proposals and to sign the necessary documents at the Ordinary General Assembly meeting of Bizim Toptan Satış Mağazaları A.Ş. that will be held on June 7, 2023 Wednesday day at 2:00pm, at Kuşbakışı Cad. No:19 34662 Altunizade-Üsküdar/İstanbul

The Attorney's (*):

Name Surname/ Trade Name:

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

(*) Foreign attorneys should submit the equivalent information mentioned above.

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1. About the agenda items of General Assembly:

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is authorized to vote on proposals of the attorney partnership management.
- c) The attorney is authorized to vote in accordance with the following instructions stated in the table.

Instructions: In the event that the shareholder chooses the (c) option, the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and election of the Chairman of Meeting,			
2. Authorization of the Minutes of the General Assembly Meeting to be signed by the Chairman of Meeting,			
3. Reading and discussing the Annual Report of Board of Directors for the fiscal year 2022,			
4. Reading the Independent External Audit Report summary for the fiscal year 2022,			
5. Discussion and approval of the Consolidated Financial Statements for the fiscal year 2022,			
6. Discussion and resolve of the acquittal of the members of the Board of Directors separately for the activities and transactions of the fiscal year 2022,			
7. Election of the new Board Members and determination of term of office and remuneration for the members of the Board of Directors,			
8. Discussing and determining the proposition of the Board of Directors for dividend distribution,			
9. Decision to amend article 10 of the Company's Articles of Association, titled "YÖNETİM KURULU TOPLANTILARI", as follows,			
10. Discussion and resolve of the proposal of the Board of Directors regarding the selection of an independent external auditor for the auditing of the 2023 fiscal year accounts and transactions in			

accordance with the Turkish Commercial Code and capital market legislation,			
11. Submission of information on donations and charitable contributions made in 2022 and discussing and deciding on the proposal of the Board of Directors regarding the determination of the donation limit for the period 01/01/2023 – 31/12/2023,			
12. Informing the shareholders regarding the collaterals, pledges and mortgages put by the Company in favor of third persons and the revenues and benefits gained by the Company, within the framework of the Capital Markets Board regulations,			
13. Authorization of the members of the Board of Directors pursuant to Articles 395 and 396 of the Turkish Commercial Code,			
14. Closing.			

- No voting on the informative items.

(*) The issues included in the agenda of the General Assembly are itemized one by one. If the minority has another draft resolution, necessary arrangements should be made to enable them vote by proxy.

2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote in these matters.
- c) The attorney is authorized to vote for agenda items in accordance with the following instructions:

SPECIAL INSTRUCTIONS: The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

The shareholder specifies the shares to be represented by the attorney by choosing one of the following.

1. I hereby confirm that the attorney represents the shares specified in detail as follows:

- a. Order / Serial (*) :
- b) Number / Group (**)
- c) Amount-Nominal Value
- ç) Share with voting power or not
- d) Bearer-Registered (*)
- e) Ratio of the total shares/voting rights of the shareholder

*Such information is not required for the shares which are followed up electronically.

**For the shares which are followed up electronically, information related to the group will be given instead of number.

2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Securities Depository) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting

NAME SURNAME OR TITLE OF THE SHAREHOLDER (*)

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

Address:

(*) Foreign attorneys should submit the equivalent information mentioned above.

SIGNATURE

RESUMES OF BOARD CANDIDATES

Cengiz Solakoğlu:

Cengiz Solakoğlu graduated from Istanbul Academy of Economic and Commercial Sciences in 1964. He began to work as a salesman at Beko Ticaret A.Ş. in 1967 and became the General Manager of the Company in 1977. He held this position until 1983, when he became the General Manager of Atılım Company, which also belonged to Koç Group. During this 8-year office, he led the works on “Restructuring and strengthening Arçelik Authorized Dealer System”. He was appointed Vice President of Koç Holding Consumption Group in 1991 and Chairman of Consumption Group in 1994. Solakoğlu, who also served as a Member of the Group Executive Board between 1996 and 1998, was appointed as the Chairman of Koç Holding Consumer Durables Group in 2002 and retired from Koç Group in 2004 due to 60 years of age principle. He had worked in Koç Group for 38 years without interruption. In addition to Bizim Toptan, Solakoğlu is a member of the Board of Directors and serves as Chairman of the Board of Directors in Şok Marketler A.Ş., one of Yıldız Holding’s retail sector companies. Cengiz Solakoğlu is one of the founders of 1907 Fenerbahçeliler Association and Education Volunteers Foundation, and served as Chairman and Member of the Board of Directors. He was chosen the Leader of Civil Society by Economist journal in 2004.

Ali Ülker:

Born in 1969, Ali Ülker studied in Istanbul Male High School and then completed his university education in Boğaziçi University, Faculty of Economics and Administrative Sciences, Department of Economics and Business Administration. He attended various educational programs at IMD, INSEAD, Wharton and Harvard. He participated in the Internal Kaizen Study (1992) with De Boccard & Yorke Consultancy Company and the IESC Sales System Development and Internal Organization Project (1997). Ali Ülker started his work life as an intern in Ülker Gıda A.Ş. Quality Control Department in 1985, whereupon he worked in chocolate production plants and at Atlas Gıda Pazarlama A.Ş. in Intern, Sales Manager, Sales Coordinator, Product Group Coordinator and Product Group Manager positions between 1986 and 1998. Ali Ülker was appointed as General Manager of Atlas Gıda Pazarlama A.Ş. in 1998 and Vice President of the Retail Group in 2000, whereupon he also assumed the role of General Manager of Merkez Gıda Pazarlama A.Ş. in 2001. He was appointed Vice President of Food Group in 2002 and President of Ülker Group in 2005. Ali Ülker had been the Acting Chairman of Board of Directors of Yıldız Holding since 2011, whereupon he became the Chairman of Board of Directors of Yıldız Holding on January 29, 2020. Ülker has deep knowledge and experience in marketing and sales, has a special interest in innovation and supports the teams working on it within the Group. Ülker enjoys mentoring young people. He likes the outdoors, being in nature and doing sports. Ali Ülker speaks English and German, is married and has 3 children.

Mehmet Tütüncü:

Mehmet Tütüncü completed his undergraduate studies in the Department of Mechanical Engineering at Gazi University and his master’s degree in the Department of Industry and Organizational Psychology at Maltepe University. He also attended 6 months of Production, Quality Control and Maintenance Applications in Italy with IRI scholarship, Strategic Marketing at Harvard Business School, and took various training courses in IMD/Switzerland and Insead/Singapore. Starting his work life as an engineer in the Department of Structural Works at the Ministry of National Education in 1981, Mehmet Tütüncü worked as the Production Manager, Business Manager and General Manager of Best Rothmans Entegre Sigara ve Tütün Sanayi A.Ş. respectively between 1987-1996. He started his first job at Yıldız Holding in 1996 as the Operations Coordinator at Ülker Gıda A.Ş. He served as the General Manager of Ülker Biscuit and Chocolate factories, Vice President of Ülker Group, President of Food and Beverage Group, President of Food Group and President of Ülker International Group. He was appointed as Regional CEO in charge of Türkiye, Middle East, North Africa and Middle Asia in the pladis organization, which was founded within the organization of Yıldız Holding in 2016. In 2017, he also took responsibility of the South Asia and Latin America regions and pladis Global Information Systems

and Business Models Transformation and continued to serve as Deputy CEO. Starting from October 2018, he assumed the roles of Vice Chairman of Board of Directors of Yıldız Holding and CEO of Yıldız Holding. Tütüncü, a member of TÜGİS Board of Directors, is also a member of many Turkish and foreign sectoral organizations. He is also on the Board of Directors of Food Drink Europe and the Liaison Committee of Food Drink Europe.

Fahrettin Günalp Ertik:

After graduating from Bilkent University, Department of Business Administration, Fahrettin Günalp Ertik started his business life as a Financial Controller at Finansbank. He worked as Internal Auditor, Kellogg Finance Manager, Ülker Financial Affairs Coordinator, Food Group Financial Affairs Coordinator, Food & Beverage and Retail Group CFO, Besler General Manager and Önem Gıda Vice President respectively in Yıldız Holding between 2002-2019. Having assumed responsibilities in important projects throughout his career at Yıldız Holding, Ertik completed the INSEAD Leadership program in 2011. He then studied finance, sales, marketing and leadership at Wharton Business School and Kellogg School of Management. Having served as Chairman of Financial Affairs and Member of Board of Directors at Azersun Holding since 2019, Ertik has been appointed as Chairman of Financial Affairs in Yıldız Holding as of August 2020.

Erman Kalkandelen:

Erman Kalkandelen is the CEO and Chairman of the Board of Franklin Templeton Türkiye. Since joining Franklin Templeton, Kalkandelen has focused on investing in companies in emerging markets and the Central and Eastern Europe (CEE) regions. He managed the Templeton Emerging Market Smaller Companies fund for close to ten years. He has been investing in venture capital and technology in the last five years. He is also a board member at Hepsiburada, Netlog Lojistik, Fibabanka, Gözde Girişim, Gözde Tech Ventures, Şok Marketler, Bizim Toptan, Polinas, and Penta. He completed his Master's degree in Business Administration at Sabancı University. He received strategic management training at the University of Florida, Warrington School of Business during his MBA and graduated with honors from Ankara University, Faculty of Political Sciences, Department of Labor Economics.

Ahmet Bal (Independent Board Member Candidate)

Born in Tokat in 1957, Ahmet Bal graduated from Ankara University Faculty of Political Sciences, Department of Economics and Finance and joined the Board of Accounting Experts of the Ministry of Finance. Ahmet Bal received the title of Chief Accounting Expert and Certified Public Accountant in 1991, did his master's degree (MBA) in Business Administration at Nottingham University in England in 1992 and began to work as Assistant Financial Affairs Coordinator at Anadolu Endüstri Holding in 1994. He worked as Finance Director of Efes Sınai Yatırım Ticaret A.Ş. in charge of Anadolu Group Overseas Coca-Cola Operations between 1995 and 1998, General Manager of Efes Sınai Yatırım Holding A.Ş. between 1998 and 1999, and as Financial Affairs Coordinator in charge of Automotive, Finance and Stationery Companies at Anadolu Endüstri Holding Department of Financial Affairs between 1999 and 2006. Between 2006 and 2012, he served as Audit Coordinator in charge of Group Companies at Anadolu Endüstri Holding. Ahmet Bal served as Head of Audit Responsible for the Audit of Anadolu Group Companies between 2013 and 2018, and is married and has two children. Apart from Bizim Toptan, Ahmet Bal serves as an Independent Member of Board of Directors of Şok Marketler A.Ş. and as an Independent Member of Board of Directors and Chairman of Board of Directors of Ülker Bisküvi Sanayi A.Ş.

Ömer Faruk Sevgili (Independent Board Member Candidate)

Ömer Faruk Sevgili was born in Siirt in 1968, received his high school education in Siirt High School, and he graduated from Istanbul University, Faculty of Law. (1991) He began to work as a freelance lawyer under the Istanbul Bar Association. (1994) Subsequently, after working as Bakırköy Municipality Legal Advisor, İzmir Çiğli Air Base Disciplinary Officer, and as a lawyer and legal advisor at Türkiye Ship

Industry Joint Stock Company respectively, he continues to work as a freelance lawyer under Ankara Bar Association. He assumed roles such as KÖY-TEKS Holding Board Membership, TÜPRAŞ Supervisory Board Membership, Bicycle Federation Disciplinary Board membership, TÜKÇEV board of trustees and board of directors membership. He began his profession as a lawyer in 1994 and he currently continues that profession under Mizan Hukuk ve Danışmanlık. He is married and has two children. He speaks Arabic.

Berin Akarsu (Independent Board Member Candidate)

Berin Akarsu was born in Diyarbakır in 1972, completed Primary and Secondary education in T.E.D. Ankara College. After graduating from Department of Economics of Bilkent University in 1994 she worked one year in family company and received her MBA degree in Finance from Butler University in 1997. In 1997, she started her professional career in Akfen Group at the Insurance and Finance departments. I She was appointed as a finance manager in 2000 to Turkey's first Build-Operate-Transfer airport project, Atatürk Airport. For 15 years she held various senior positions in the Finance Department of TAV Havalimanları and TAV Construction. She then worked as an advisor to the CEO between 2015-2018 while also serving on the Board of Directors of Havaş, TAV İşletme Hizmetleri A.Ş. and TAV Park. She has worked in various non-profit organizations and she is currently working as a volunteer (student mentor) in Sharing and Solidarity (PAYDA) Platform Association.

AMENDMENT TO THE ARTICLES OF ASSOCIATION OF
BİZİM TOPTAN SATIŞ MAĞAZALARI ANONİM ŞİRKETİ

CURRENT ARTICLE	AMENDMENT TO THE ARTICLE	REASON FOR THE AMENDMENT
ARTICLE 10- MEETINGS OF THE BOARD OF DIRECTORS a) The Board of Directors shall meet as required by the operations of the Company. It is required to send written notices, along with the meeting Agenda, to all members at least three calendar days prior to the meeting. Any Board Member may ask the Chairman or Vice Chairman of the Board of Directors to call for a meeting. In this case, the Chairman of the Board of Directors shall be obligated to the Board of Directors for a meeting. b) Pursuant to Article 390/4 of the Turkish Commercial Code, Board of Directors resolutions may be passed by one vote over half the total number of members without having to hold a meeting, provided that a written proposal made by one of the members has been presented to all of the Board Members and none of the members has requested a meeting be held to discuss the proposal. c) The Board of Directors shall convene with one more than half the total number of members and shall pass resolutions by the majority vote of participating members.	ARTICLE 10- MEETINGS OF THE BOARD OF DIRECTORS The Board of Directors convenes when deemed necessary for the Company's business, upon the call of the chairman or vice chairman. Each member of the Board of Directors may also apply in writing to the chairman or vice chairman and request that the board be called for a meeting. The meeting agenda of the Board of Directors is determined by the Chairman of the Board of Directors. The agenda can be changed with the decision of the Board of Directors. Pursuant to article 390/4 of the Turkish Commercial Code, if none of the members requests a meeting, the resolutions of the Board of Directors, provided that the proposal made in writing by one of the members is submitted to each member of the Board of Directors and that no member requests a meeting for this proposal, the majority of the total number of members. It can be taken without a meeting with written approval. Those who have the right to attend the meeting of the Board of Directors of the company can also attend these meetings electronically in accordance with Article 1527 of the Turkish Commercial Code. In accordance with the provisions of the Communiqué on Meetings to be Held in Electronic Media Except for Joint Stock Company General Assemblies, the Company may establish an Electronic Meeting System that will allow the	The article has been brought into compliance with the current legislation.

	beneficiaries to attend and vote in these meetings electronically, or it can also purchase services from systems created for this purpose. In the meetings to be held, it is ensured that the beneficiaries can exercise their rights specified in the relevant legislation within the framework specified in the Communiqué, through the system established in accordance with this provision of the articles of association or through the system from which support service will be received. Board of Directors meeting and decision quorums are subject to the provisions of the Turkish Commercial Code. The meeting place is the Company headquarters. However, the Board of Directors may convene in another place, provided that it takes a decision. Members who do not attend the meeting cannot vote.	
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