

BİM BİRLEŞİK MAĞAZALAR A.Ş.
EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED 30.06.2025
INFORMATION NOTE

Invitation to the Extraordinary General Assembly Meeting

The Extraordinary General Assembly Meeting of our Company will be held at 10:00 on June 30, 2025, in the Company head office at the address Abdurrahmangazi Mah. Ebubekir Cad. No.73 Sancaktepe-İstanbul in order to discuss the agenda detailed below.

In accordance with Article 417 of the Turkish Commercial Code ("TCC") (Law No: 6102) and the provisions of the Capital Markets Board's Communiqué II-13.1, titled "Procedures and Principles for the Book-keeping of Dematerialized Capital Market Instruments," the list of shareholders entitled to attend the General Assembly will be prepared based on the "Shareholders Schedule" provided by the Central Registry Agency ("CRA"). Further information on this matter may be obtained from the CRA or through the website www.mkk.com.tr.

In accordance with Article 415 of the TCC, shareholders whose names appear on the list of shareholders prepared in compliance with the regulations of the CRA and whose shares have been dematerialized may attend the Extraordinary General Assembly Meeting, either in person or through their representatives. For attendance, individuals must present a valid identification, and legal entity representatives are required to provide a power of attorney.

Shareholders who possess an electronic signature will also have the option to participate in the Extraordinary General Assembly Meeting electronically. Shareholders wishing to vote via the Electronic General Assembly System may obtain the necessary information regarding their obligations under the relevant Regulations and Communiqué from the Central Registry Agency or by visiting the website www.mkk.com.tr.

Shareholders who are unable to attend the meeting in person may exercise their voting rights through a proxy. To do so, they must prepare their proxy documents in accordance with the template provided in the annex or obtain the proxy form from our Company's headquarters or from the Company's website at <https://www.bim.com.tr/Categories/105/yatirimci-iliskileri.aspx>. Additionally, in compliance with the provisions set forth in the Capital Markets Board's Communiqué II-30.1 titled "Voting by Proxy and Proxy Solicitation" published in the Official Gazette on December 24, 2013 (Issue 28861), shareholders must fulfill the requirements outlined therein, including the submission of a notarized power of attorney to the Company.

In accordance with the fourth paragraph of Article 415 of the TCC and the first paragraph of Article 30 of the Capital Markets Law, the right to attend the General Assembly and vote is not contingent upon the deposit of share certificates. Therefore, shareholders wishing to attend the General Assembly Meeting are not required to block their shares. Unless otherwise stated with regard to electronic voting for the agenda items, the voting at the Extraordinary General Assembly will be conducted through a show of hands (open vote).

The CMB-approved Announcement Text regarding the Simplified Demerger Procedure through our Company's Subsidiary Model, the Partial Demerger Agreement, the Partial Demerger Report, the financial statements for the last three years, the Independent Auditor's Reports, and the General Assembly Information Document will be made available for the review of shareholders at the Company's headquarters, on the Company's website at <https://www.bim.com.tr/Categories/105/yatirimci-iliskileri.aspx>, and on the CRA's Electronic General Assembly System no later than 30 days prior to the Extraordinary General Assembly meeting date, excluding the date of announcement and the meeting date.

Shareholding Structure

As of 30 May 2025, 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.	92.000.000	15,33%
Naspak Gıda Sanayi ve Ticaret A.Ş.	70.000.000	11,67%
Other (Non-Public)	9.240.000	1,54%
Other (Public)	428.760.000	71,46%
TOTAL	600.000.000	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 and establishment of the meeting chairmanship, granting authorization to the Chairmanship to sign the General Assembly documents,

Within the framework of the provisions of the Turkish Commercial Code No. 6102 (TCC) and the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Attendance of Ministry Representatives at These Meetings (the Regulation), the election of the Meeting Chairmanship that will preside over the Extraordinary General Assembly Meeting will be carried out. In accordance with the provisions of the TCC and the Regulation, a vote will be held at the Extraordinary General Assembly to authorize the Meeting Chairmanship to record the resolutions adopted during the meeting in the minutes.

2. Regarding the partial demerger to be discussed under agenda item 3; informing the shareholders about the Right to Examine, the Partial Demerger Report, the Partial Demerger Agreement, the Certified Public Accountant Report, and the financial reports within the scope of the Turkish Commercial Code No. 6102 (“TCC”), and informing them that no right of separation has arisen pursuant to the Capital Markets Board's (“CMB”) Communiqué No. II-23.3 on “Common Principles Regarding Material Transactions and Right of Separation”,

Shareholders will be informed about the Right to Examine, the Partial Demerger Report, the Partial Demerger Agreement, the Certified Public Accountant Report, and the financial reports within the scope of the Turkish Commercial Code No. 6102 (“TCC”), and will be notified that no right of separation has arisen pursuant to the Capital Markets Board’s Communiqué No. II-23.3 on “Common Principles Regarding Material Transactions and the Right of Separation.”

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

3. Discussion and approval of the Partial Demerger Agreement, Joint Partial Demerger Report, Certified Public Accountant Report, which were prepared in accordance with Articles 159 to 179 of the Turkish Commercial Code regulating the demerger process, the Capital Markets Law, the Capital Markets Board’s Communiqué No. II-23.2 on Mergers and Demergers, the Trade Registry Regulation, and other relevant legislation, and which foresee the transfer of the “FİLE Market İşletmesi” registered in our Company’s assets to FİLE Market Mağazacılık A.Ş. through a partial demerger via the subsidiary model,

The Partial Demerger Agreement, Joint Partial Demerger Report, and Certified Public Accountant Report, which were prepared in accordance with the applicable regulations and foresee the transfer of the “FİLE Market İşletmesi” to FİLE Market Mağazacılık A.Ş. through a partial demerger via the subsidiary model, will be submitted for approval by vote.

4. Discussion and approval of the transfer of the “FİLE Market İşletmesi,” registered in our Company’s assets, to FİLE Market Mağazacılık A.Ş., registered with the Istanbul Trade Registry Office under the registration number 1074994, as a result of the aforementioned partial demerger,

The transfer of the “FİLE Market İşletmesi,” registered in our Company’s assets, to FİLE Market Mağazacılık A.Ş., registered with the Istanbul Trade Registry Office under the registration number 1074994, as a result of the aforementioned partial demerger, will be submitted for approval by vote.

5. Discussion and approval of the issuance of 564,206,465 new shares, each with a nominal value of 0.01 TL, totaling a nominal value of 5,642,064.65 TL, to be granted to our Company in exchange for the transfer of the FİLE Market İşletmesi as a result of the aforementioned partial demerger, through a capital increase to be carried out in FİLE Market Mağazacılık A.Ş.,

The issuance of 564,206,465 new shares, each with a nominal value of 0.01 TL, totaling a nominal value of 5,642,064.65 TL, to be granted to our Company in exchange for the transfer of the FİLE Market İşletmesi as a result of the aforementioned partial demerger, through a capital increase to be carried out in FİLE Market Mağazacılık A.Ş., will be submitted for approval by vote.

6. Discussion and approval of issue that no capital decrease is required for our Company due to the fact that the shares to be issued by FİLE Market Mağazacılık A.Ş. will be given to our Company as a result of the aforementioned partial demerger,

It will be submitted for approval by vote that, no capital decrease is required for our Company due to the fact that the shares to be issued by FİLE Market Mağazacılık A.Ş. will be given to our Company as a result of the aforementioned partial demerger.

7. Wishes and closing remarks.

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.