

BİM BİRLEŞİK MAĞAZALAR A.Ş.
EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED 19.12.2025
INFORMATION NOTE

Invitation to the Extraordinary General Assembly Meeting

The Extraordinary General Assembly Meeting of our Company will be held on Friday December 19, 2025 at 14:30 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).

Shareholding Structure

As of 25 November 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.	92.450.000	15,41%
Naspak Gıda Sanayi ve Ticaret A.Ş.	70.000.000	11,67%
Other (Non-Public)	9.240.000	1,54%
Other (Public)	428.310.000	71,39%
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. Amendment of Article 6 titled ‘Capital and Transfer of Shares’ of the Company’s Articles of Association, in relation to the transition of the Company to the registered capital system and the determination of the registered capital ceiling as TL 5,000,000,000 (five billion Turkish Lira); and submission of the attached draft amendment to the Articles of Association, which has been prepared in accordance with the permissions obtained from the Capital Markets Board and the Ministry of Trade, to the approval of the General Assembly,

The amendment of Article 6 titled ‘Capital and Transfer of Shares’ of the Company’s Articles of Association, in relation to the transition of the Company to the registered capital system and the determination of the registered capital ceiling as TL 5,000,000,000 (five billion Turkish Lira); and submission of the draft amendment to the

Articles of Association presented in **ANNEX-1**, which has been prepared in accordance with the permissions obtained from the Capital Markets Board and the Ministry of Trade, will be discussed and submitted for approval by vote.

3. Discussion and approval of the revised Dividend Policy, submitted in line with the Board of Directors' resolution dated 19.09.2025,

In line with the Board of Directors' resolution dated 19.09.2025, the revised Dividend Policy, presented in **ANNEX-2**, will be discussed and submitted for approval by vote.

4. Presenting the revised Remuneration Policy to the General Assembly for their information, in line with the Board of Directors' resolution dated 19.09.2025,

In line with the Board of Directors' resolution dated 19.09.2025, the revised Remuneration Policy, presented in **ANNEX-3**, will be presented to the General Assembly for their information.

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

5. Presenting information to the General Assembly regarding the share buyback programs and the related transactions carried out within the scope of these programs,

The Board of Directors launched a share buyback program on 12 September 2025 on the grounds that the Company's share price did not reflect the Company's actual operational performance. Under this program, the maximum number of shares to be repurchased was set at 2,000,000 shares (nominal value of TL 2,000,000), and the maximum allocated fund was determined as TL 1,100,000,000. The relevant share buyback program is ongoing as of the preparation date of this report. As of November 26, 2025, the Company purchased 800,357 BİM shares (equivalent to 0.13% of the Company's share capital) for a total amount of 424,052,319 TL. The purchases were financed through the Company's internal resources. The transactions were executed at a minimum price of 518 TL, a maximum price of 544 TL, and an average price of 529.83 TL per share.

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

6. 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.

ANNEXES

ANNEX-1: The draft amendment of articles of association

ANNEX-2: Revised Dividend Policy

ANNEX-3: Revised Remuneration Policy

ANNEX-1

BİM BİRLEŞİK MAĞAZALAR A.Ş. ARTICLES OF ASSOCIATION AMENDMENT DRAFT	
OLD TEXT	NEW TEXT
CAPITAL AND TRANSFER OF SHARES Article 6. The principal capital of the Company is TL 600,000,000 (Six hundred million Turkish Lira) divided into 600,000,000 (Six hundred million) shares each having a nominal value of TL 1.00 (One Turkish Lira). All of these shares are bearer shares. The previous capital of 607,200,000.00 TL (Six Hundred Seven Million Two Hundred Thousand Turkish Lira) was fully paid. The company's capital has been decreased to 600,000,000.00 TL as a result of the cancellation of 7,200,000 shares with a nominal value of 7,200,000.00 TL, which had been acquired by the company. It has been confirmed by the Certified Public Accountant's Report dated 15.10.2024 and numbered YMM / 2738 / 2024 / 1039 - 126 that despite the capital decrease, there are sufficient assets in the company to fully cover the rights of the company's creditors, and thus, no risk is posed to the creditors. New shares cannot be issued until all issued shares have been sold and their payments collected. Notices regarding this matter will be made in accordance with the provisions of the Articles of Association. The shares representing the capital are monitored within the framework of dematerialization principles. The company's capital may be increased or reduced as necessary, in accordance with the Turkish Commercial Code and Capital Markets Law. There are no restrictions on the transfer of shares, provided that the conditions stipulated	CAPITAL AND TRANSFER OF SHARES Article 6. The Company has accepted the registered capital system in accordance with the provisions of the Law No. 6362 and the Company has implemented this system with the consent No. 59/2083 of the Capital Markets Board, dated 13.11.2025. The registered capital ceiling of the Company is 5,000,000,000-TL (Five billion TL) and is divided into 5,000,000,000 (Five billion) shares, each having a nominal value of 1 TL. The registered capital ceiling consent granted by the Capital Markets Board is valid for the years 2025 – 2029. Even if the permitted registered capital ceiling is not reached at the end of 2029, it is obligatory to receive authorization from the General Assembly for a new term that does not exceed 5 (five) years, with the consent of the Capital Market Boards for the previously allowed ceiling or a new ceiling value. In the event that above mentioned authorization is not received, capital increase cannot be made with a Board of Directors resolution. The issued capital of the Company is TL 600,000,000 (Six hundred million Turkish Lira) divided into 600,000,000 (Six hundred million) shares each having a nominal value of TL 1.00 (One Turkish Lira). All of these shares are bearer shares. The previous capital of 607,200,000.00 TL (Six Hundred Seven Million Two Hundred Thousand Turkish Lira) was fully paid. The company's capital has been decreased to 600,000,000.00 TL as a result of the cancellation of 7,200,000 shares with a nominal value of 7,200,000.00 TL, which had been acquired by the company.

by the Capital Markets Law are met. Shares are transferred and assigned according to the provisions of the Turkish Commercial Code, the Capital Markets Law, and other applicable regulations.	It has been confirmed by the Certified Public Accountant's Report dated 15.10.2024 and numbered YMM / 2738 / 2024 / 1039 - 126 that despite the capital decrease to 600,000,000.00 TL, there are sufficient assets in the company to fully cover the rights of the company's creditors, and thus, no risk is posed to the creditors. The company's capital may be increased or reduced as necessary, in accordance with the Turkish Commercial Code and Capital Markets Law. The Board of Directors is authorized, during the period in which it is empowered, to increase the issued capital up to the registered capital ceiling by issuing new shares whenever it deems necessary, in accordance with the provisions of the Capital Markets Law. There are no restrictions on the transfer of shares, provided that the conditions stipulated by the Capital Markets Law are met. Shares are transferred and assigned according to the provisions of the Turkish Commercial Code, the Capital Markets Law, and other applicable regulations.
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ANNEX-2

BİM BİRLEŞİK MAĞAZALAR A.Ş. DIVIDEND POLICY

PURPOSE AND SCOPE

The purpose of this Policy is to set forth, in a transparent, consistent, and predictable manner, the principles of BİM Birleşik Mağazalar A.Ş. regarding dividend distribution, its approach to determining returns to be provided to shareholders, and the methods and processes of profit distribution. The Policy aims to enhance investor confidence and manage stakeholder expectations while preserving the long-term value of the Company.

This Policy covers the practices of BİM Birleşik Mağazalar A.Ş. concerning the distribution of its distributable period profits. It has been prepared in accordance with the Turkish Commercial Code No. 6102, the Capital Markets Law No. 6362, the Communiqué on Dividends (II-19.1) of the Capital Markets Board, the Capital Markets Regulation, and the relevant provisions of the Company's Articles of Association, and shall be implemented within this framework.

DIVIDEND DISTRIBUTION RATE

The dividend policy is determined based on the medium and long-term strategies, investment and financial plans and the profitability and cash position of the Company. The Company has adopted a policy of distributing **at least 30%** of the distributable profit, to be determined in accordance with the provisions of the Turkish Commercial Code, the Capital Markets Boards regulations and tax legislation; provided that such distribution can be covered by the resources available in the statutory records.

DIVIDEND PAYMENT METHOD

Dividends may be distributed to shareholders either in cash or in the form of bonus shares through the capitalization of profits, or partly in cash and partly in the form of bonus shares. Payments for cash dividends can also be made in installments pursuant to the Article 5, paragraph 2 of the Capital Markets Board Communiqué. The number of installments are determined by the general assembly, or by the the Board of Directors with the explicit authorization of the general assembly.

There are no privileges in dividend distribution. Dividends are distributed equally to all existing shares as of the distribution date, regardless of their issuance and acquisition dates.

DIVIDEND DISTRIBUTION PERIOD

The distribution of the dividends starts no later than the end of the fiscal period in which the general assembly meeting that makes the distribution decision is held.

ADVANCE DIVIDEND

The Company may distribute advance dividends, as stipulated in its Articles of Association, provided that it is authorized by the General Assembly and in compliance with the Capital Markets Law and the communiqués issued by the Capital Markets Board.

ENFORCEMENT AND REVISION

This Policy became effective on 27 March 2014 with the approval of the Board of Directors of BİM and has been revised and republished on 19 September 2025. The Board of Directors of the Company has overall responsibility on the operation and enforcement of this policy. Any kind of revision to the Policy after the date it became effective should be approved by the Board of Directors. The said resolution of the Board of Directors and the rationale for the amendment shall be publicly disclosed within the framework of the Capital Markets Board regulations regarding the public disclosure of material events.

ANNEX-3

BİM BİRLEŞİK MAĞAZALAR A.Ş. PRINCIPLES ON THE COMPENSATION OF BOARD OF DIRECTORS MEMBERS AND SENIOR MANAGERS

PURPOSE AND SCOPE

This Policy covers the policies and practices regarding the remuneration management of the members of the Board of Directors and senior managers, in accordance with the regulations of the Capital Markets Board and the Turkish Commercial Code.

PRINCIPLES OF IMPLEMENTATION

The attendance fees of the members of the Board of Directors are submitted to the approval of the General Assembly by the Board of Directors, considering macroeconomic and socio-economic indicators as well as the Company's financials, and in line with the recommendations of the Corporate Governance Committee.

Our Company implements a competitive and fair remuneration policy for senior managers. In determining the remuneration principles for senior managers, the Corporate Governance Committee may, when deemed necessary, seek support exclusively for executives from independent external consultancy firms specialized in remuneration. Within this scope, market comparisons, sectoral salary analyses, and similar studies may be utilized to assess the Company's competitive position.

Compensation for independent Board of Directors members must be at a level which will safeguard their independence. Compensation for independent Board of Directors members is not determined according to stock options or performance of the company.

In addition to fixed monthly compensation determined according to said principles, senior managers and board of directors members may be given fringe benefits and performance-based premiums which may serve the long term goals and sustainable growth of the company.

REVISION AND ENFORCEMENT

This Policy became effective on 18 April 2012 with the approval of the Board of Directors of BİM and has been revised and republished on 19 September 2025. The Board of Directors of the Company has overall responsibility on the operation and enforcement of this policy.

The policy governing the principles of compensation for Board of Directors members and senior managers and amendments made in this policy are approved by the Board of Directors and presented to the General Assembly and disclosed to the public via the website of the company.