



KAMUYU AYDINLATMA PLATFORMU

BİM BİRLEŞİK MAĞAZALAR A.Ş. Corporate Governance Information Form 2024 - Annual Notification

Summary

2024 Corporate Governance Information Form

1. SHAREHOLDERS

Related Companies

Related Funds

| 1. SHAREHOLDERS | |
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| 1.1. Facilitating the Exercise of Shareholders Rights | |
| The number of investor meetings (conference, seminar/etc.) organised by the company during the year | The company participated in 4 conferences in 2024 and organized 4 investor teleconferences regarding financial results and held 286 investor meetings. |
| 1.2. Right to Obtain and Examine Information | |
| The number of special audit request(s) | 0 |
| The number of special audit requests that were accepted at the General Shareholders' Meeting | 0 |
| 1.3. General Assembly | |
| Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d) | https://www.kap.org.tr/en/Bildirim/1291019 |
| Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time | Yes. |
| The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9 | No such transaction took place during the year. |
| The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1) | No such transaction took place during the year. |
| The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1) | https://www.kap.org.tr/en/Bildirim/1285898 |
| The name of the section on the corporate website that demonstrates the donation policy of the company | Investor Relations/ Corporate Governance/ Policies |
| The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved | https://www.kap.org.tr/en/Bildirim/431725 |
| The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting | 26 |
| Identified stakeholder groups that participated in the General Shareholders' Meeting, if any | Only the shareholders participated the General Assembly. |
| 1.4. Voting Rights | |

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| Whether the shares of the company have differential voting rights | Hayır (No) |
| In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares. | None. |
| The percentage of ownership of the largest shareholder | % 15,15 |
| 1.5. Minority Rights | |
| Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association | Hayır (No) |
| If yes, specify the relevant provision of the articles of association. | - |
| 1.6. Dividend Right | |
| The name of the section on the corporate website that describes the dividend distribution policy | Investor Relations/ Corporate Governance/ Policies |
| Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend. | - |
| PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends | - |

General Assembly Meetings

| General Meeting Date | The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting | Shareholder participation rate to the General Shareholders' Meeting | Percentage of shares directly present at the GSM | Percentage of shares represented by proxy | Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against | Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them | The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions | The number of declarations by insiders received by the board of directors | The link to the related PDP general shareholder meeting notification |
|----------------------|---|---|--|---|--|---|---|---|---|
| 27/06/2024 | 0 | % 78,77 | % 0,38 | % 78,4 | Investor Relations/General Assembly Information | Investor Relations/General Assembly Information | Article 9 | 0 | https://www.kap.org.tr/en/Bildirim/1302690 |

2. DISCLOSURE AND TRANSPARENCY

| 2. DISCLOSURE AND TRANSPARENCY | |
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| 2.1. Corporate Website | |
| Specify the name of the sections of the website providing the information requested by the Principle 2.1.1. | Investor Relations and About Us sections |
| If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares. | Investor Relations / Shareholders |
| List of languages for which the website is available | Turkish and English |
| 2.2. Annual Report | |
| The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2. | |
| a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members | Board of Directors and Senior Management, Statement of Independence |
| b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure | Committees established under the Board of Directors |
| c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings | Board of Directors and Senior Management - Executive Committee |
| ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation | Risk Management and Internal Control Mechanisms |
| d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof | There are no significant lawsuits filed against the company. |
| e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest | Such services are not recieved. |

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| <p>f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%</p> | <p>There are no mutual subsidiaries in which direct participation in capital exceeds 5%.</p> |
| <p>g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results</p> | <p>Human Resources and Sustainability</p> |

3. STAKEHOLDERS

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| 3. STAKEHOLDERS | |
| 3.1. Corporation's Policy on Stakeholders | |
| The name of the section on the corporate website that demonstrates the employee remedy or severance policy | The Company carries out the compensation related matters within the scope of the relevant provisions of the Labor Law. |
| The number of definitive convictions the company was subject to in relation to breach of employee rights | 160 |
| The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism) | Internal Audit Director |
| The contact detail of the company alert mechanism | Non-compliance notifications can be done via e-mail to bimetik@kpmg.com.tr , by phone at +90 850 2208797 or, with the form to be filled in https://etikdestekhatti.com/ |
| 3.2. Supporting the Participation of the Stakeholders in the Corporation's Management | |
| Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies | Investor Relations/ Corporate Governance/ Policies |
| Corporate bodies where employees are actually represented | Audit Committee, Corporate Governance Committee, Occupational Health - Safety Committee and Sustainability Committee |
| 3.3. Human Resources Policy | |
| The role of the board on developing and ensuring that the company has a succession plan for the key management positions | There is no succession plan. |
| The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy. | Investor Relations / Corporate Governance / Policies |
| | Pay edindirme planı bulunmuyor (There isn't) |

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| Whether the company provides an employee stock ownership programme | an employee stock ownership programme) |
| The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy. | Investor Relations / Corporate Governance / Policies |
| The number of definitive convictions the company is subject to in relation to health and safety measures | 2 |
| 3.5. Ethical Rules and Social Responsibility | |
| The name of the section on the corporate website that demonstrates the code of ethics | Investor Relations / Corporate Governance / Policies |
| The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues. | Investor Relations/ Sustainability |
| Any measures combating any kind of corruption including embezzlement and bribery | The Company is committed to conduct its activities with an honest and ethical approach. As part of this, the Company adopts a zero-tolerance approach to bribery and corruption. In this regard, an Anti-Bribery and Anti-Corruption Policy has been established and there is an Ethics Hotline for reporting issues contrary to the policy. The policy is available on the Company's website under Investor Relations/ Corporate Governance/ Policies. |

| Name, Surname of Board Member | Whether Executive Director Or Not | Whether Independent Director Or Not | Election Date To Board | That Includes The Independency Declaration | Director Considered By The Nomination Committee | Ceased to Satisfy The Independence or Not | Experience On Audit, Accounting And/Or Finance Or Not |
|-------------------------------|--|--|------------------------|---|---|---|---|
| Mahmud Muhammed Topbaş | İcrada Görevli Değil (Non-executive) | Bağımsız üye değil (Not independent director) | 31/08/2023 | - | İlgisiz (Not applicable) | İlgisiz (Not applicable) | İlgisiz (Not applicable) |
| Galip Aykaç | İcrada Görevli Değil (Non-executive) | Bağımsız üye değil (Not independent director) | 31/08/2023 | - | İlgisiz (Not applicable) | İlgisiz (Not applicable) | İlgisiz (Not applicable) |
| Ömer Hulusi Topbaş | İcrada Görevli Değil (Non-executive) | Bağımsız üye değil (Not independent director) | 01/06/2005 | - | İlgisiz (Not applicable) | İlgisiz (Not applicable) | İlgisiz (Not applicable) |
| Karl-Heinz Holland | İcrada Görevli Değil (Non-executive) | Bağımsız üye değil (Not independent director) | 28/04/2021 | - | İlgisiz (Not applicable) | İlgisiz (Not applicable) | Evet (Yes) |
| Bekir Pakdemirli | İcrada Görevli Değil (Non-executive) | Bağımsız üye (Independent director) | 27/06/2024 | https://www.kap.org.tr/en/Bildirim/1291020 | Değerlendirildi (Considered) | Hayır (No) | Evet (Yes) |
| Paul Michael Foley | İcrada Görevli Değil (Non-executive) | Bağımsız üye (Independent director) | 21/05/2019 | https://www.kap.org.tr/en/Bildirim/1291020 | Değerlendirildi (Considered) | Hayır (No) | Hayır (No) |

4. BOARD OF DIRECTORS-II

| 4. BOARD OF DIRECTORS-II | |
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| 4.4. Meeting Procedures of the Board of Directors | |
| Number of physical or electronic board meetings in the reporting period | 4 |
| Director average attendance rate at board meetings | % 100 |
| Whether the board uses an electronic portal to support its work or not | Evet (Yes) |
| Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter | 7 days |
| The name of the section on the corporate website that demonstrates information about the board charter | Investor relations/ Corporate Governance/ Articles of Association |
| Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors | There is none such policy. |
| 4.5. Board Committees | |
| Page numbers or section names of the annual report where information about the board committees are presented | Committees established under the Board of Directors |
| Link(s) to the PDP announcement(s) with the board committee charters | " https://www.kap.org.tr/en/Bildirim/206977 https://www.kap.org.tr/en/Bildirim/353650 https://www.kap.org.tr/en/Bildirim/938513 " |

Composition of Board Committees-I

| Names Of The Board Committees | Name Of Committees Defined As "Other" In The First Column | Name-Surname of Committee Members | Whether Committee Chair Or Not | Whether Board Member Or Not |
|--------------------------------------|---|-----------------------------------|--------------------------------|-------------------------------------|
| Denetim Komitesi (Audit Committee) | - | Bekir Pakdemirli | Evet (Yes) | Yönetim kurulu üyesi (Board member) |
| Denetim Komitesi (Audit Committee) | - | Paul Michael Foley | Hayır (No) | Yönetim kurulu üyesi (Board member) |
| Kurumsal Yönetim Komitesi (Corporate | | | | |

| | | | | |
|---|--------------------------|--------------------|------------|---|
| Governance Committee) | - | Paul Michael Foley | Evet (Yes) | Yönetim kurulu üyesi (Board member) |
| Kurumsal Yönetim Komitesi (Corporate Governance Committee) | - | Bekir Pakdemirli | Hayır (No) | Yönetim kurulu üyesi (Board member) |
| Kurumsal Yönetim Komitesi (Corporate Governance Committee) | - | Akif Daşiran | Hayır (No) | Yönetim kurulu üyesi değil (Not board member) |
| Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk) | - | Paul Michael Foley | Evet (Yes) | Yönetim kurulu üyesi (Board member) |
| Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk) | - | Bekir Pakdemirli | Hayır (No) | Yönetim kurulu üyesi (Board member) |
| Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk) | - | Karl-Heinz Holland | Hayır (No) | Yönetim kurulu üyesi (Board member) |
| Diğer (Other) | Sustainability Committee | Paul Michael Foley | Evet (Yes) | Yönetim kurulu üyesi (Board member) |
| Diğer (Other) | Sustainability Committee | Ömer Hulusi TOPBAŞ | Hayır (No) | Yönetim kurulu üyesi (Board member) |
| Diğer (Other) | Sustainability Committee | Haluk DORTLUOĞLU | Hayır (No) | Yönetim kurulu üyesi değil (Not board member) |
| Diğer (Other) | Sustainability Committee | Galip AYKAÇ | Hayır (No) | Yönetim kurulu üyesi (Board member) |

4. BOARD OF DIRECTORS-III

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| 4. BOARD OF DIRECTORS-III | |
| 4.5. Board Committees-II | |
| Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website) | Integrated Annual Report - Board Committees, website - Investor Relations/Corporate Governance/ Board Committees |
| Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website) | Integrated Annual Report - Board Committees, website - Investor Relations/Corporate Governance/ Board Committees |
| Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website) | The Corporate Governance Committee fulfills the duties of the nominating committee. |
| Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website) | Integrated Annual Report - Board Committees, website - Investor Relations/Corporate Governance/ Board Committees |
| Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website) | The Corporate Governance Committee fulfills the duties of the Remuneration Committee. |
| 4.6. Financial Rights | |
| Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report) | Expectations and Achievements. |
| Specify the section of website where remuneration policy for executive and non-executive directors are presented. | Investor Relations/ Corporate Governance/ Policies/Remuneration Policy |
| Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report) | Board of Directors and Senior Management - Executive Committee |

Composition of Board Committees-II

| Names Of The Board Committees | Name of committees defined as "Other" in the first column | The Percentage Of Non-executive Directors | The Percentage Of Independent Directors In The Committee | The Number Of Meetings Held In Person | The Number Of Reports On Its Activities Submitted To The Board |
|---|---|---|--|---------------------------------------|--|
| Denetim Komitesi (Audit Committee) | - | % 100 | % 100 | 5 | 5 |
| Kurumsal Yönetim Komitesi (Corporate Governance Committee) | - | % 66,66 | % 66,66 | 1 | 1 |
| Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk) | - | % 100 | % 66,66 | 5 | 6 |
| Diğer (Other) | Sustainability Committee | % 75 | % 25 | 2 | 2 |