



KAMUYU AYDINLATMA PLATFORMU

BİM BİRLEŞİK MAĞAZALAR A.Ş. Notification Regarding Demerger



**MERKEZİ KAYIT
İSTANBUL**
Türkiye Sermaye Piyasası - Merkezi
Saklama ve Veri Depolama Kurulduğu

Notification Regarding Demerger

Summary Info	Board of Directors Decision and CMB Application regarding the partial demerger under the simplified procedure through the associate model
Update Notification Flag	No
Correction Notification Flag	No
Postponed Notification Flag	No

Board Decision Date	08.04.2025
Demerger Model	Partial demerger through associate model
Title of New Company/Companies Established After Demerger	File Market Mağazacılık Anonim Şirketi
Scope of Activities of Company Established After Demerger	To open and operate a large chain of retail stores where all kinds of commercial goods will be sold wholesale and retail; to import and export all kinds of goods in accordance with the Customs Law and relevant legislation.
Will Be Applied to Stock Exchange For Listing of New Established Company?	No
Currency Unit	TRY
Date Of Financial Statements Base To Demerger	31.12.2024
Paid-in Capital (TL)	607.200.000
Target Capital (TL)	607.200.000

Share Group Info	Paid-in Capital (TL)	Share Exchange Rate	Capital To Be Decreased Due To Demerger (TL)	Capital To Be Decreased Due To Demerger (%)	Amount Of Bonus Issue From Internal Resources Due to Demerger (TL)	Rate Of Bonus Issue From Internal Resources Due to Demerger(%)	New Shares" ISIN	Amount of Shares Issued Due To Demerger
BIMAS, TREBIMM00018	607.200.000							

Capital Market Board Application Date Regarding Demerger	09.04.2025
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Additional Explanations

Our Board of Directors, on 08.04.2025, has resolved on the partial demerger of our 100% subsidiary, FİLE Market Mağazacılık Anonim Şirketi, through the associate model.

Within this scope, it has been resolved that;
Pursuant to Articles 159 to 179 of the Turkish Commercial Code ("TCC"), which regulate the demerger process, and the Capital Markets Board's ("CMB") Communiqué on Mergers and Demergers (Communiqué), a portion of our Company's assets and liabilities will be transferred to our 100% subsidiary, FİLE Market Mağazacılık A.Ş., in compliance with the relevant legislation and without disrupting the operational integrity of the business,
This transaction will be carried out as a partial demerger through the subsidiary model in accordance with Article 17 of the Communiqué,
The transaction will be based on the financial statements dated 31.12.2024,
In accordance with Article 17(2) of the Communiqué and considering the provision in Article 17(3), an independent audit report and expert opinion will not be required for this partial demerger through the subsidiary model,
As the assets and liabilities to be transferred by our Company as the demerging party do not meet the significance criteria specified in Article 5/1/b of the Capital Markets Board's Communiqué II-23.3 on "Material Transactions and Right of Separation" and the criteria set forth in Article 6, it is concluded that this is not a material transaction and, in accordance with Article 15/ç of the same Communiqué, no "Right of Separation" arises for our shareholders,
As part of this decision regarding the partial demerger transaction, a Demerger Agreement, Demerger Report, and Disclosure Document will be prepared, and an application will be submitted to the CMB for the approval of the Disclosure Document, along with other relevant documents,
The Demerger Agreement and Demerger Report will be made available for shareholders' review in accordance with the provisions of the TCC, CMB, and relevant legislation, alongside the audited consolidated financial reports for the past three years and the financial statements as of 31.12.2024,
The Demerger Agreement and Demerger Report will be submitted for the approval of our General Assembly,
In accordance with Law No. 4054 on the Protection of Competition and relevant legislation, it has been determined that no additional approvals are required,
According to Article 174 of the TCC, our Company shall publish an announcement in the Turkish Trade Gazette three times at seven-day intervals, informing its creditors of their right to notify their claims and request collateral.

In this regard, an application was made to the CMB for the approval of the Disclosure Document on 09.04.2025.

In case of a discrepancy between the Turkish and English versions of this public disclosure statement, Turkish version shall prevail.

Documents Regarding Demerger

Appendix: 1	Duyuru Metni_.pdf - Announcement Text
Appendix: 2	BİM_Kısmi Bölünme Sözleşmesi_.pdf - Demerger Contract
Appendix: 3	BİM_Kısmi Bölünme Raporu.pdf - Demerger Report

We proclaim that our above disclosure is in conformity with the principles set down in "Material Events Communiqué" of Capital Markets Board, and it fully reflects all information coming to our knowledge on the subject matter thereof, and it is in conformity with our books, records and documents, and all reasonable efforts have been shown by our Company in order to obtain all information fully and accurately about the subject matter thereof, and we're personally liable for the disclosures.