BİZİM TOPTAN SATIŞ MAĞAZALARI A.Ş.
2022 COMMON AND CONTINUOUS TRANSACTIONS WITH RELATED PARTIES

General Information

This report is prepared in accordance with article 10 of the CMB's “II-17.1 Communique on Corporate Governance.”

As stated in the communique, it is mandatory for the Board of Directors to report the ratio of the common and continuous transactions between the corporations and subsidiaries that are projected to exceed ten percent (10%) in an accounting period and explain the conditions of the transactions and compare to market conditions. The report is prepared

- for purchases from the related parties that exceed ten percent (10%) compared to the cost of sales in the latest annual financial statements disclosed to public, and
- for sales to related parties that exceed ten percent (10%) compared to the revenues in the latest annual financial statements disclosed to public.

This purpose of the report is to clarify, without disclosing trade secrets, the conditions in which Bizim Toptan Satış Mağazaları A.Ş. (the "Company") carried out its transactions with the persons that are defined by the International Accounting Standard 24 (IAS 24) within the framework of CMB regulations. It also intends to demonstrate that there are no outcomes against the Company when the said transactions are compared to market conditions.

The Company’s transactions with related parties within 2022 are explained in detail in footnote 23 of the financial statements that are publicly disclosed in relation to the Company’s 2022 activities. Total amount of the transactions exceeds the 10% limit in purchase transactions, however, among related parties there is no company exceeds 10% limit in purchase transactions.

Although there is no company the transactions of which exceeds the 10% limit, provided in this report is an evaluation of the conformity of the transactions of related companies to the market conditions.

Information About Bizim Toptan Satış Mağazaları A.Ş.

Bizim Toptan, who was incorporated in 2001 and started its operations in 2002, is the biggest Cash & Carry player in Turkey by means of number of stores and accessibility. The Company operates a chain of wholesale Cash & Carry stores throughout Turkey from which it sells mainly branded food products, non-alcoholic beverages, tobacco, household chemicals and personal hygiene products. The products can be categorized as branded and private label products. Branded products are regularly stocked products carrying well-known international and national brands. Company purchases the branded products from reputable international and national suppliers, and generally work with the market leader, the market follower as well as with convenience brands in each product category. Head Office is at Kuşbakışı Cad. No:19 Altunizade Üsküdar İstanbul. Main shareholder of the Company is Yıldız Holding A.Ş.

As of December 31, 2022, shareholder structure of the Company is stated below:

Name of the Shareholders	**31 December 2022 Shares**	**%**
Yıldız Holding A.Ş.	33.111.291	55,19%
Public	26.888.709	44,81%
	60.000.000	**%100,00**

Information Related to the Terms of Transactions Between Related Parties and Conformity to Market Conditions

Between January 1, 2022 and December 31, 2022, the Company’s total purchases from the related parties in excess of the ten percent limit however there is not any single company the transactions of which exceeds the 10% limit. Bizim Toptan usually purchase products and services from related parties with a comparable market price. Details of purchases from related parties are shown in the table below.

	1 January - 31 December 2022		1 January - 31 December 2021	
	Purchases	**Sales**	**Purchases**	**Sales**
Parent Company				
Yıldız Holding A.Ş.	-	6.221	-	34.367
Other Related Parties				
Adapazarı Şeker Fabrikası A.Ş.	4.369.945	3.641	1.441.793	150.520
Aytaç Gıda Yatırım San. Tic. A.Ş.	5.080.137	1.293.999	7.470.019	178.707
Azmüsebat Çelik San. Tic. A.Ş.	-	8.607	-	3.385
Besler Gıda ve Kimya San. ve Tic. A.Ş.	150.549.436	135.682	96.483.373	729.294
Beta Marina Liman Yat ve Çekek İşletmesi A.Ş.	-	30.815	-	76.758
Biskot Bisküvi Gıda San. ve Tic. A.Ş.	50.758.643	657.079	15.429.153	1.314.442
CCC Gıda San. ve Tic. A.Ş.	-	1.304.355	-	420.983
Dank Gıda San. ve Tic. A.Ş.	-	310.627	-	65.408
Donuk Fırıncılık Ürünleri Sanayi ve Ticaret A.Ş.	-	4.514.002	10.897	694.860
Duru G2M Gıda Tarım ve Tem. Ürün. Dağ. Paz. San. A.Ş.	246.781	235.949	-	41.342
E Star Global E Ticaret Satış ve Pazarlama A.Ş.	-	1.511.559	-	1.718.083
Future Teknoloji Ticaret A.Ş.	-	21.242.934	-	4.114.466
G2MEKSPER Satış ve Dağıtım Hizmetleri A.Ş.	58.732.680	2.561.900	11.130.457	5.590.608
Horizon Hızlı Tüketim Ürün.Paz.Satış ve Dağıtım A.Ş.	990.614.209	3.714.674	483.870.026	148.611
İstanbul Gıda Dış Tic. A.Ş. (Gruptan ayrıldı)	-	30.619	-	-
İzsal Gayrimenkul Geliştirme A.Ş.	-	8.694	-	309
Kerevitaş Gıda San. ve Tic. A.Ş.	43.211.988	90.024	19.494.523	491.912
Makina Takım Endüstrisi A.Ş.	-	93.750	-	146.194
Marsa Yağ San. ve Tic. A.Ş.	1.143.563	46.631	1.348.460	481.228
Mevsim Taze Sebze Meyve San. ve Tic. A.Ş	-	-	-	63.492
Milhans Gıda Ürün. San. Tic. A.Ş.	51.841	24.000	-	-
Most Bilgi Sistemleri Tic. A.Ş.	-	-	6.768.882	10.480
Önem Gıda San. ve Tic. A.Ş.	-	92.900	-	375.379
Pasifik Tüketim Ürünleri Satış ve Ticaret A.Ş.	-	-	-	27.905
Pendik Turizm Marina Yat ve Çekek İşl. A.Ş.	-	278.915	-	86.593
Penta Teknoloji Ürünleri Dağıtım Tic.A.Ş.	-	50.392	866.616	205.261
PNS Pendik Nişasta San. A.Ş. (Gruptan ayrıldı)	-	-	4.627.156	-
Polinas Plastik San. Tic. A.Ş.	60.817.776	57.625	20.053.165	116.611
Reform Gıda Paz. San. Tic. A.Ş.	-	812.592	-	-
Sağlam İnşaat Taahhüt Tic. A.Ş.	-	66.669	-	7.942
Seç Marketçilik A.Ş.	-	-	-	-
Şok Marketler Ticaret A.Ş.	364.650.134	4.874	257.723.894	3.709.370
UCZ Mağazacılık Tic. A.Ş.	-	9.015	3.663.999	4.799
Ülker Ailesi ve Yönetim Kurulu Üyeleri	-	4.616.081	-	6.895.205
Ülker Bisküvi San. A.Ş.	-	826.249	-	5.675.489
Ülker Çikolata Sanayi A.Ş.	-	1.224.884	-	5.422.219
Yelken Yönetim Danışmanlık ve Servis Hizmetleri A.Ş.	-	1.319	-	1.879
Yeni Teközel Markalı Ürünler Dağıtım Hizmetleri A.Ş.	99.974.199	3.956	67.082.307	278.619
	1.830.201.332	**45.871.233**	**997.464.720**	**39.282.720**

Conclusion

During the 2022 accounting period, the ratio of the common and continuous transactions between the Company and related parties exceeded the ten percent (10%) limit as stated in the CMB Communique II-17.1. The Company's total purchase of products from all of the related parties exceeded ten percent (10%) compared to the cost of sales in the latest annual financial statements disclosed to public. Additionally, it is projected that similar transactions will continue based on same principles in the 2023 accounting period. Therefore, information on pricing methods used with the related parties was hereby provided in this report.