

**MİGROS TİCARET A.Ş. 2015 ORDINARY GENERAL
ASSEMBLY MEETING AGENDA**

1. Opening the meeting and electing the presiding committee; authorizing the presiding committee to sign the minutes of the annual general assembly meeting,
2. Reading, deliberating, and voting on the summary of the independent auditor's report submitted by the independent auditors Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of PricewaterhouseCoopers), concerning the Company's 2015 activities and accounts,
3. Reading, deliberating, and voting on the financial statements for 2015,
4. Reading, deliberating, and voting on the Board of Directors' report and the annual report, both concerning the Company's 2015 activities and accounts,
5. Approving the appointments of new Board members to the Board of Directors in accordance with Article 363 of the Turkish Commercial Code,
6. Individually acquitting each of the members of the Company's board of directors of their fiduciary responsibilities for the Company's activities in 2015,
7. Discussing, approving, amending and approving, or rejecting the Board of Directors' proposal concerning dividend distribution,
8. As required by Capital Markets Board regulations and by Corporate Governance Principles, providing information about the Company's dividend payment policy for 2016 and the years that follow,
9. Election and replacement of the independent Board members and other members of the Board of Directors nominated by the Corporate Governance Committee, and determination of their terms of office,
10. As required by Capital Markets Board regulations and Corporate Governance Principles, providing information about and voting on the Company's Board of Directors and senior managers "Remuneration Policy" as well as payments which have been made pursuant to that policy,
11. Determining the gross monthly fees and any kind of financial benefits including bonus, premium, attendance fee, etc. to be paid to the Board members,
12. As required by Capital Markets Board regulations and Corporate Governance Principles, providing information about the Company's "Disclosure Policy",
13. Providing information about the socially beneficial donations and assistance granted by the Company to foundations and associations in 2015; determining an upper limit on donations and assistance to be granted in 2016 as required by Capital Markets Board regulations and the Company's Articles of Association,

14. As required by Capital Markets Board regulations and Corporate Governance Principles, providing information about the Company's "Donation Policy" regarding the socially beneficial donations and aid to be granted by the Company to foundations and associations,
15. Voting on the Board of Directors' selection, upon the recommendation of the Audit Committee, of the Company's independent auditors as required by Communiqué on capital market independent auditing standards published by the Capital Markets Board and by the Turkish Commercial Code,
16. As required by Capital Markets Board regulations, providing information about collateral, pledges, and mortgages granted by the Company in favor of third parties in 2015,
17. Authorizing any shareholders who may be in control of the Company's management, Board of directors and senior managers – as well as their spouses and their relatives, whether by blood or marriage unto the third degree – to engage in business and transactions subject to the provisions of articles 395 and 396 of the Turkish Commercial Code and of Capital Markets Board regulations; providing shareholders information about such transactions made by these aforementioned persons and related parties in 2015,
18. Closing remarks.