

## **Call to the Ordinary General Assembly Meeting from Board of Directors of Migros Ticaret A.Ş.**

The Ordinary General Assembly Meeting of our Company will be held at 11:00 a.m on April 10, 2014 at the Migros Ticaret A.Ş. Head Office in Atatürk Mahallesi Turgut Özal Bulvarı No:7 34758 Ataşehir / Istanbul to examine activities of 2013, to discuss the below-mentioned agenda and pass resolutions with regard thereto.

Provided that the rights and obligations of those shareholders who will be participating electronically are reserved, those of our shareholders, who will not be able to participate in the meeting in person, are required to issue their powers of attorney based on the attached sample or to obtain the form power of attorney from our Company Head Office or our company website at [www.migroskurumsal.com](http://www.migroskurumsal.com), fulfill the obligations stated in the notification of the Capital Markets Board Communiqué on Casting of Votes through Proxies and Collection of Powers of Attorney by Invitation (II-30.1) and submit their powers of attorney, bearing their signatures as certified by a Notary Public, to our Head Office. The power of attorney of a proxy electronically appointed via the Electronic General Assembly System need not be submitted.

According to the fourth paragraph of article 415 of the Turkish Commercial Code no 6102 and the first paragraph of article 30 of the Capital Markets Law no. 6362, the depositing of share certificates cannot be made into a condition of the right to participate and vote in a general assembly meetings. Within this context, if our shareholders wish to participate in the General Assembly meeting, there is no need for them to have their shares blocked. However, those shareholders who did not wish our Company to be notified of their identities and the information on the shares in their accounts and to whose information our Company does not have access as a result are required to apply to the intermediary institution holding their accounts and have the "restriction" blocking notification of their identities and information on the shares in their accounts to our Company lifted at the latest by 16:30 on the day prior to the General Assembly meeting if they wish to participate in such General Assembly meeting.

Those of our shareholders who will be voting through the Electronic General Assembly System should obtain information from the Central Registry Agency (MKK), our Company's website at [www.migroskurumsal.com](http://www.migroskurumsal.com) or our Company's Head Office (Telephone: 0216 579 30 00) in order to be able to fulfill their obligations within the scope of the relevant Regulation and Communiqué.

Provided that the provisions on electronic voting are reserved, the voting on the agenda items for the General Assembly Meeting will be exercised in open voting by a show of hands. As stipulated in our Company's Articles of Association, none of the Company's shares enjoy privileged voting rights. All votes are equal. At the General Assembly, each shareholder possesses voting rights proportional to the nominal value of its shares.

Board of Directors' Reports, Independent External Audit Firm's Reports and Balance Sheet and Income Statement for the year 2013 and the profit distribution proposal, Annual Report and appended thereto the Report on Compliance with the Corporate Governance Principles and the Information Document concerning the agenda for the General Assembly Meeting will all be available for our shareholders' inspection at the Migros Ticaret A.Ş. Head Office in Atatürk Mahallesi Turgut Özal Bulvarı No: 7 34758 Ataşehir / Istanbul, on the company website [www.migroskurumsal.com](http://www.migroskurumsal.com) and on the Central Registry Agency's (MKK) Electronic General Assembly System throughout the 3 weeks prior to the meeting.

Presented for the information of our Shareholders.

Respectfully,

**Migros Ticaret A.Ş.**

**MİGROS TİCARET A.Ş. 2013 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 meeting,
2. Reading, deliberating, and voting on the summary of the independent auditor's report submitted by the independent auditors DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of Deloitte Touche Tohmatsu Limited), concerning the company's 2013 activities and accounts,
3. Reading, deliberating, and voting on the financial statements for 2013,
4. Reading, deliberating, and voting on the Board of Directors' report and the annual report, both concerning the company's 2013 activities and accounts,
5. Individually acquitting each of the members of the company's board of directors of their fiduciary responsibilities for the company's activities in 2013,
6. Discussing, approving, amending and approving, or rejecting the Board of Directors' proposal concerning dividend distribution,
7. As required by Capital Markets Board regulations and by Corporate Governance Principles, providing information about the company's dividend payment policy for 2014 and the years that follow,
8. 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,
9. Determining the gross monthly fees and any kind of financial benefits including bonus, premium, attendance fee, etc. to be paid to the Board members,
10. As required by Capital Markets Board regulations and Corporate Governance Principles, providing information about the company's "Disclosure Policy",
11. Providing information about the socially beneficial donations and assistance granted by the company to foundations and associations in 2013; determining an upper limit on donations and assistance to be granted in 2014 as required by Capital Markets Board regulations and the company's Articles of Association,
12. 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,
13. 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,
14. As required by Capital Markets Board regulations, providing information about collateral, pledges, and mortgages granted by the company in favor of third parties in 2013,
15. 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 2013,
16. Closing remarks.

## POWER OF ATTORNEY

### TO THE PRESIDING COMMITTEE OF THE GENERAL ASSEMBLY MEETING OF MİGROS TİCARET ANONİM ŞİRKETİ,

I/We, the undersigned, hereby appoint and empower ..... as my/our proxy authorized to represent me / our Company, vote and make proposals and sign all the required documents on my / our Company's behalf in line with the opinions I/we have elucidated here below so that resolutions may be passed on the items of the agenda for the Ordinary General Assembly Meeting of Migros Ticaret A.Ş., in which I/we hold shares, that will be held at the Migros Ticaret A.Ş. Head Office Building in Atatürk Mahallesi Turgut Özal Bulvarı No:7 34758 Ataşehir / İstanbul at on Thursday at 11:00 a.m. on April 10, 2014.

#### A) SCOPE OF THE POWER OF REPRESENTATION

- a) The Proxy is authorized to vote on all the agenda items at his/her own discretion.
- b) The Proxy is authorized to vote on all the agenda items in accordance with the instructions given below.

Instructions: (Specific instructions can be inserted)

- c) The Proxy is authorized to vote in line with the proposals of the Company's management.
- d) In respect of other issues that may arise during the Meeting, the Proxy is authorized to vote in accordance with the following instructions. (If no instruction is given, the Proxy shall vote at his/her own discretion.)

Instructions: (Specific instructions can be inserted)

#### B) SHARE CERTIFICATES HELD BY THE SHAREHOLDER

- a) Quantity-Nominal Value :
- b) Whether or not it has privileged voting rights :
- c) Whether it is bearer or registered:

#### SHAREHOLDER'S

Name, Surname or Trade Name:

Signature:

Address:

NB:

1. In Section (A), select one from among options (a), (b) or (c) and provide explanations for options (b) and (d).
2. The party granting the power of attorney must have his/her signature on such power of attorney certified by a notary public. If the power of attorney has not been certified by a notary public, the notarized signature circular of the party granting the power of attorney should be appended to such power of attorney.
3. Our foreign shareholders should submit notarized Turkish translations of their powers of attorney to our Company's Head Office.