

**MİGROS TİCARET A.Ş. 2014 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 2014 activities and accounts,
3. Reading, deliberating, and voting on the financial statements for 2014,
4. Reading, deliberating, and voting on the Board of Directors' report and the annual report, both concerning the company's 2014 activities and accounts,
5. Individually releasing each of the members of the company's board of directors of their fiduciary responsibilities for the company's activities in 2014,
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 2015 and the years that follow,
8. Approval or rejecting of the proposal of the Board of Directors in relation to the amendment of the current content of article 16 titled "Board of Directors", article 17 titled "Term of Office and Duties of the Board of Directors" and article 19 titled "Meeting and Resolution Quorum of the Board of Directors" of Articles of Association of our Company provided that the necessary permissions of the Capital Markets Board and Republic of Turkey Ministry of Customs and Trade have been received and in the form which received the permission, and authorization of the Management of our Company to conduct all other transactions related to the amendment of the Articles of Association,
9. Appointment, change and determination of term of duties of the Independent Members of the Board of Directors proposed by the Corporate Governance Committee and the other Members of the Board of Directors
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 2014; determining an upper limit on donations and assistance to be granted in 2015 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 2014,
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 2014,
18. Closing remarks.