

**MİGROS TİCARET A.Ş. 25 SEPTEMBER 2013
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 statutory auditors' report and on a summary of the independent auditor's report submitted by the independent auditors DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik AŞ (a member of Deloitte Touche Tohmatsu International), both concerning the company's 2012 activities and accounts,
3. Reading, deliberating, and voting on the financial statements for 2012,
4. Reading, deliberating, and voting on the Board of Directors' report and the annual report, both concerning the company's 2012 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 2012,
6. Individually acquitting each of the members of the company's statutory auditors of their fiduciary responsibilities for the company's activities in 2012,
7. Approving, amending and approving, or rejecting the Board of Directors' proposal concerning distribution of 2012 profits and the date of their distribution,
8. As required by Capital Markets Board regulations and by Corporate Governance Principles, providing information about the company's dividend payment policy in 2013 and the years that follow,
9. Subject to the approval of the Capital Markets Board and the Ministry of Customs and Commerce and in the forms which have been approved, approving, amending and approving, or rejecting the Board of Directors' proposals concerning the following changes in the company's articles of association: amendment of the existing texts article 3 named "Purpose of Scope", article 5 named "Headquarters and Branches", article 7 named "Share Capital", article 8 named "Share Certificates", article 9 named "Issuance of shares", article 10 named "Issuance of Securities", article 11 named "General Assembly Meetings", article 11/A named "Submitting the minutes and its Annexes to the Ministry and the Capital Markets Board and the Announcement of the Minutes and its Annexes", article 12 named "Voting", article 13 named "Chairman's Panel", article named 14 "Meeting and Resolution Quorums", article 15 named "Commissar", article 16 named "Board of Directors", article 16/A named "Committees", article 17 named "Term of Office and Duties of the Board of Directors", article 18 named "Meeting of the Board of Directors", article 19 named " Meeting and Resolution Quorum of the board of Directors", article 20 named "Binding and Representing the Company", article 21 named "Remuneration of the Directors", article 23/A named "Financial Statements and Independent Audit", by changing the Article number as 22, article 25 named "Announcements" by changing the article number as 23, article 26 named "Amendments to the Articles of Association", by changing the Article number as 24, article 28 named "Distribution of Profit", by changing the Article number as 26, article 29 named "Date of Dividend Distribution", by changing the Article number as 27, article 30 named "Reserves", by changing the Article number as 28 and article 32 named "Legal Provisions", by changing the Article number as 30, of Articles of Association;

removing article 22 named "Auditors", article 23 named "Duties of the Auditors", article 24 named "Remuneration of Auditors", and article 33 named "Articles of Association to be delivered to the ministry" of Articles of Association;

changing the articles number, by without any changes in the current contents, of article 27 named "Annual Accounts" with article 25, article 31 named "Dissolution and Liquidation of the Company" with article 29, article 34 named "The Competent Court" with article 31, and article 35 named "Compliance with Corporate Governance Principles" with article 32,

10. As required by Capital Markets Board regulations and Corporate Governance Principles, providing information about and voting on the company's director and senior manager remuneration policy as well as payments which have been made pursuant to that policy,

11. Determining any financial compensation to be paid to the board of directors such as the gross monthly fees, attendance fees and bonuses,

12. Approving, amending and approving, or rejecting the Board of Directors' "General Assembly Internal Guidelines" setting forth rules to govern principles and procedures pertaining to company's general meetings,

13. As required by Capital Markets Board regulations and Corporate Governance Principles, providing information about the company's disclosure policy,

14. Providing information about the socially beneficial donations and assistance granted by the company to foundations and associations in 2012; determining an upper limit on donations and assistance to be granted in 2013 as required by Capital Markets Board regulations and the Articles of Association of the Company,

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 2012,

17. Under articles 395 and 396 of the Turkish Commercial Code and the regulations of the Capital Markets Board, authorizing; shareholders with management control, members of Board of Directors who are also shareholder, senior executives and their spouses and relatives related by blood and affinity up to the third degree, to enter into transaction with the Company or its subsidiaries; and also informing the shareholders regarding the transactions made with the related parties including these people in 2012 pursuant to the Corporate Governance Principles,

18. Petitions.