

MiGROS



Migros Ticaret A.Ş.

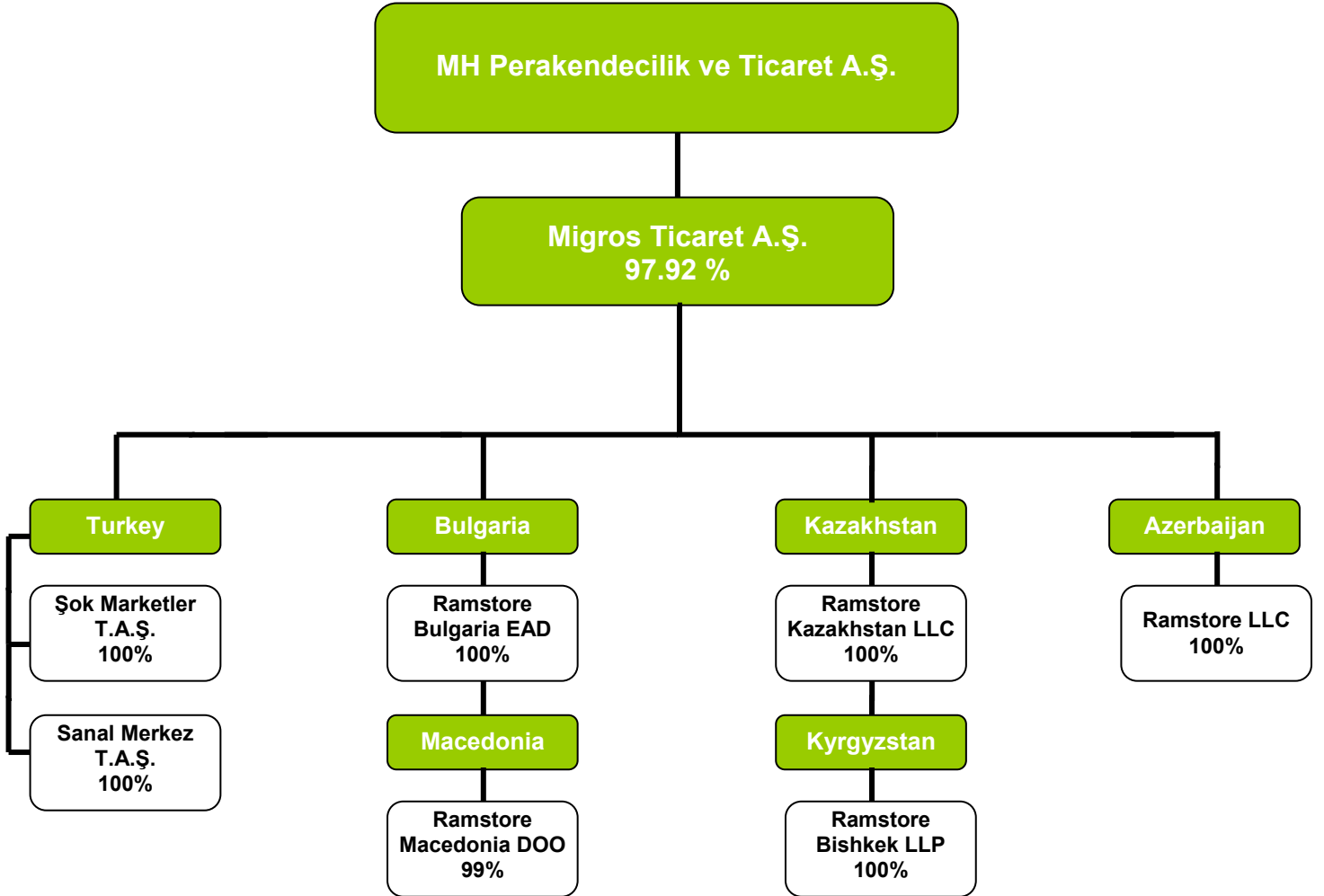
01.01.2009 – 31.12.2009

Activity Report

CORPORATE PROFILE

Company	: Migros Ticaret A.Ş.
The Date of Foundation	: 19.03.2008
Trade Registry Office	: İstanbul Trade Registry Office
Trade Registry Number	: 659896
Tax Administration	: Büyük Mükellefler Vergi Dairesi
Tax ID	: 6220529513
Address	: Turgut Özal Caddesi No:12 34758 Ataşehir - İstanbul
Phone	: 0216 579 30 00
Fax	: 0216 579 35 00
Corporate Web Site	: www.migros.com.tr
E-mail	: malimigros@migros.com.tr
Capital	: TL 178,030,000
Stock Exchange	: İstanbul Stock Exchange
Listing Year at the Stock Exchange	: 2009
Symbol	: MGROS.IS

Migros Ticaret Organigram as of 31 December 2009



INTRODUCTION: AN ECONOMIC REVIEW AND RETAIL MARKET

According to TurkStat (Turkish Statistical Institute), GDP, which rose by 1.1% in real terms in 2008, shrunk 4.7% and reached to TL 954 billion in current prices in 2009. GDP increased by 6.0% in the last quarter of 2009. Domestic food, alcoholic beverages, and tobacco consumptions amounted to TL 187 billion with current prices by realizing 0.1% increase with constant prices in 2009. In the last quarter of 2009 food, alcoholic beverages and tobacco consumptions corresponds to a increase of 2.0% in real terms.

According to Retail Index results of Trade Council of Shopping Centers and Retailers (TCSCR), annual increase in sales turnover is 7% in 2009. In food retail market, annual increase in sales turnover realized as 4%. In food retail, the total sales area rose by 15% and the total number of stores jumped 25% annually in 2009. The sales per sqm index in December 2009 dropped 15% compared December 2008. In non-food retail market, annual increase in sales turnover amounted to 13%.

CPI, which was 10.06% in 2008, dropped to 6.53% in 2009. Food and non-alcoholic beverages group Consumer Price Index (CPI) rose by 9.26% in 2009 compared to December 2008.

CBRT Consumer Confidence Index, which has been rising since December 2008 kept it's upward trend till the third quarter of 2009, however, the index retreated in the last quarter of the year. The Index, which was 69.9 in December 2008 jumped by 12.7% to 78.8 in December 2009.

SECTION 1: CORPORATE INFORMATION

Board of Directors

According to the Minutes of Extraordinary General Assembly Meeting dated 28 April 2009 and Minutes of Ordinary General Assembly Meeting dated 30 July 2009, Board Members and Auditors are shown below.

Board of Directors

Fevzi Bülent Özaydınlı	Chairman
Antonio Belloni	Member
Nicholas Stathopoulos	Member
Stefano Ferraresi	Member
Cedric Brice Dubourdieu	Member
Paolo Federico Ceretti	Member
Evren Rıfki Ünver	Member
Ömer Özgür Tort	Member / General Manager
Pedro Miguel Stemper	Member
Giovanni Maria Cavallini	Member
Sharifa Salim Mohamed Al Busaidy	Member

Sharifa Salim Mohamed Al Busaidy was appointed as board member in place of Warith Mubarak Said Al Kharusi, who resigned from his post, at the Board of Directors meeting of our company held on February 04, 2010.

Auditors

Mustafa Bilgutay Yaşar	Auditor
Yüksel Toparlak	Auditor
Recep Biyık	Auditor

Also, Stefano Ferraresi and Evren Rıfki Ünver have been elected as the members of the Audit Committee and Nicholas Stathopoulos, Ömer Özgür Tort and Erkin Yılmaz have been elected as the members of Corporate Governance Committee at the Board of Directors Meeting of our company dated 07 October 2009.

Authorities and Duties of The Board of Directors

According to the articles 16th and 17th in the Articles of Association of the Company, the Board of Directors have the authority to take any resolutions with the exception of matters that needs the resolution of the General Assembly in accordance with the laws and Company's Articles of Association.

Authorities and Duties of the Auditors

According to the articles 22nd and 23rd in the Articles of Association of the Company, the duties, liabilities and responsibilities of auditors as well as matters pertaining thereto are governed by provisions of the Turkish Commercial Code, provided that clauses Article 275 of the same Act is binding. A salary or annual remuneration assessed by the General Assembly is paid to each auditor.

The shareholding structure of Migros Ticaret A.Ş.

The names of shareholders, shareholding amounts and percentages of the shareholders holding more than 10% of the capital of TL 178,030,000 are as follows:

As of 31 December 2009;

Migros Ticaret A.Ş.		
Shareholder	Share (%)	Amount (TL)
MH Perakendecilik ve Ticaret A.Ş.	97.92	174,323,336.00
Other	2.08	3,706,664.00
Total	100.00	178,030,000.00

Information About the Most Recent Capital Increase

At the Extraordinary General Assembly Meeting held on April 28, 2009, it was decided that Migros Türk T.A.Ş. be acquired by Migros Ticaret A.Ş. (Former Name: Moonlight Perakendecilik ve Ticaret A.Ş.), the capital of Migros Ticaret A.Ş. (Former Name: Moonlight Perakendecilik ve Ticaret A.Ş.) be increased from TL 174,323,340 to TL 178,030,000 and Article No.7 of the company's Articles of Association about capital be amended.

Information on General Assembly Meeting

General Assembly Meeting

Meeting Minutes and List of Attendees pertaining to Ordinary General Assembly Meeting of our Company dated 30.07.2009 was disclosed in our corporate web site (www.migroskurumsal.com). In the Ordinary General Assembly Meeting, the statutory and the consolidated financial statements dated 31.12.2008, which was prepared in accordance with IFRS, and the other agenda were duly accepted.

In the Ordinary General Assembly Meeting, Nicholas Stathopoulos, Evren Rıfık Ünver and Giovanni Maria Cavallini were elected as Board Members for 3 years as specified in the Articles of Association. Since terms of office for Fevzi Bülent Özyaydınlı, Antonio Belloni, Stefano Ferraresi, Cedric Brice Dubourdieu, Paolo Federico Ceretti, Ömer Özgür Tort, Warith Mubarak Said Al Kharusi and Pedro Miguel Stemper elected as Board Members in the Extraordinary General Assembly Meeting dated April 28, 2009 had not expired, no election was made for their seats.

In the Ordinary General Assembly Meeting, Recep Bıyık has been elected as Auditor for 3 years as specified in the Articles of Association. Since terms of office of Mustafa Bilgutay Yaşar and Yüksel Toparlak elected as Auditors in the Extraordinary General Assembly Meeting dated April 28, 2009 had not expired, no election was made for their positions.

During the General Assembly Meeting, as per the regulations of the Board of Capital Markets on Independent External Auditing, it was resolved by the Board of Directors that "Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş." (a member of PricewaterhouseCoopers) which was selected for the year 2009 be authorized to act as independent external auditor.

Amendments in the Articles of Association During the Period

In the Extraordinary General Assembly Meeting of our company on 28 April 2009,

It was decided to amend the articles 2, 3, 5, 7, 9, 10, 11, 16, 17, 18, 20, 22, 25, 26, 28, 29, 30 and 31 of the Articles of Association of the Company, by virtue of the conformity letter of the Capital Market Board No. 26.03.2009 3963, and in accordance with the permission of Ministry of Industry and Commerce dated 26.03.2009 and No. 38578 – 1726, as well as to insert the articles no. 11/A, 23/A, 33 and 34 into the articles of association of the Company.

The Dividend Policy of Migros

As it was submitted to shareholders at the General Assembly Meeting on 30 July 2009:

"In line with the Company's long-term strategies, investments and financing plans and profitability, dividends corresponding to at least to 20% of the attributable profit, computed in accordance with the CMB communiqués and regulations, can be distributed in cash or in the form of bonus shares of stock, or some combination of the two. This is the Company's policy for the next three years. Any change in this policy will be publicly disclosed."

The Dividend Distribution

In the General Assembly Meeting of Migros Ticaret dated 30 July 2009, it was resolved to allocate the legally unrestricted reserves to dividend distribution following the setting up of the necessary legal reserves and to distribute dividends amounting to gross TL 2,492,420,000 from such allocated resource to the shares representing the share capital of TL 178,030,000.

Consequently, the distribution per share is

- A TL 14 gross and net cash dividend per share with a nominal value of TL 1 representing a ratio of %1,400 to institutional shareholders domiciled in Turkey and non-resident foreign institutions, which are tax payers in Turkey through their permanent representative offices or companies,
- After deducting the withholding ratios under tax laws, other shareholders are being paid a net cash dividend of TL 11.90 per one share with a nominal value of TL 1, representing a ratio of 1,190%.

The dividend payments for those shareholders (the shares they own are traded in the Stock Exchange) whose shareholdings are monitored by the Central Registration Agency in the framework of the regulations set by CMB in relation to the Registry System, are made by the intermediary institution to the dividend accounts of the shareholders.

As laid out in the General Letter of the Central Registration Institution ("MKK") numbered 294, in accordance with the Capital Markets Board Legislation Temporary Article 6, the shareholders are not paid dividend accruing after December 31, 2007 unless they have their shares registered. The payment can take place subsequent to the registration. Consequently our shareholders whose shares are not monitored within the framework of the regulations on registration system and physically hold their share certificates should have their shares registered to be able to collect their dividend. The dividend distribution commenced on **August 4, 2009**, at the branches of Yapı Kredi Bankası A.Ş. listed in the corporate web site of our Company (www.migroskurumsal.com) and Yapı Kredi Yatırım Menkul Değerler A.Ş.

SECTION 2: FINANCIAL INFORMATION

Sales

(thousand TL)

	1 January - 31 December 2009	19 March - 31 December 2008
Domestic sales	5,611,970	3,055,521
Foreign sales	235,747	135,809
	5,847,717	3,191,330
Other sales	2,073	5,759
	5,849,790	3,197,089
Less: Discounts and returns	(138,522)	(63,860)
Sales revenue - net	5,711,268	3,133,229

Sales By Countries

(thousand TL)

	1 January - 31 December 2009	19 March - 31 December 2008
Turkey	5,476,357	2,993,722
Kazakhstan	181,113	108,943
Bulgaria	34,162	18,497
Azerbaijan	19,636	12,067
	5,711,268	3,133,229

The consolidated net sales of our company realized as TL 5,711,268 thousand in 2009, 95.9% of which is accounted by domestic sales.

The Financial Ratios

The financial resources and the risk management policies

Loans

As from December 31, 2009, the outstanding loans of the Company stands at TL 2,578,887 thousand, out of which TL 74,502 thousand is due within the next 12 months.

On August 4, 2009, Migros Ticaret A.Ş. borrowed a total amount of EUR 1,170,235,000 from the consortium of Akbank, İş Bankası, Garanti Bankası and Vakıfbank, to be paid back by May 2018.

Risk management policies

The company's exposure to various risks including fluctuations in foreign exchange rates and interest rates, mainly due to the foreign exchange denominated loans utilized by the company, is managed within the limitations of the framework policies approved by the board of Directors.

The foreign exchange risk is followed and limited through the evaluation of foreign currency position and hedges.

The significant events that take place from ending of the fiscal period to publication of the respective financial statements

In the footnote regarding Events After Balance Sheet Date of the Consolidated Financial Statements, necessary explanations have been made on this matter.

The quality and amount of the capital market instruments that have been issued

N/A.

Financial Structure and Profitability Ratios

	MİGROS TİCARET A.Ş.				MİGROS TÜRK T.A.Ş.		(I-III) Change %
	(I)		(II)		(III)		
IFRS Consolidated Income Statement Summary (Thousand TL)	01 Jan. - 31 Dec. 2009	%	19 Mar. - 31 Dec. 2008	%	01 Jan. - 31 Dec. 2008	%	
Net Sales	5,711,268	100.0	3,133,229	100.0	5,073,746	100.0	12.6
Cost of sales (-)	-4,277,710	-74.9	-2,363,187	-75.4	-3,766,990	-74.2	13.6
Gross Profit	1,433,558	25.1	770,042	24.6	1,306,756	25.8	9.7
Operating Expenses	-1,167,516	-20.4	-643,280	-20.5	-1,024,653	-20.2	13.9
Other Income / (Gains)	-611	0.0	908	0.0	14,044	0.3	-104.4
Operating Profit	265,431	4.6	127,670	4.1	296,147	5.8	-10.4
Financial Income / (Gains)	-130,784	-2.3	57,086	1.8	25,424	0.5	-614.4
Income Before Tax	134,647	2.4	184,756	5.9	321,571	6.3	-58.1
Tax Income / (Expenses)	-24,952	-0.4	-36,429	-1.2	-60,039	-1.2	-58.4
Income For The Period	109,695	1.9	148,327	4.7	261,532	5.2	-58.1
<i>Income For The Period-Minority Interest</i>	1,671	0.0	15,260	0.5	53	0.0	3,052.8
<i>Income For The Period-Parent Company Shares</i>	108,024	1.9	133,067	4.2	261,479	5.2	-58.7
EBITDA	397,321	7.0	198,993	6.4	384,160	7.6	3.4

Note: In order to ensure statistical comparability, Migros Türk T.A.Ş. figures for January 1 - December 31 2008 has been included in the table.

Migros Ticaret A.Ş. IFRS Consolidated Balance Sheet Summary (Thousand TL)	December 09	%	December 08	%	Change %
Current Assets	1,935,294	34.3	1,643,537	31.1	17.8
Non-current Assets	3,707,173	65.7	3,642,695	68.9	1.8
Total Assets	5,642,467	100.0	5,286,232	100.0	6.7
Current Liabilities	1,443,242	25.6	1,214,213	23.0	18.9
Non-current Liabilities	2,703,356	47.9	181,569	3.4	1,388.9
Total Liabilities	4,146,598	73.5	1,395,782	26.4	197.1
Parent Company Shareholders' Equity	1,495,408	26.5	3,860,648	73.0	-61.3
Minority Interest	461	0.0	29,802	0.6	-98.5
Shareholders' Equity	1,495,869	26.5	3,890,450	73.6	-61.6
Total Liabilities and Shareholders' Equity	5,642,467	100.0	5,286,232	100.0	6.7

Income Statement Summary-Segment Analysis (Thousand TL)	MİGROS TİCARET A.Ş.		MİGROS TÜRK T.A.Ş.		
	(I)	(II)	(III)		(I-III)

Consolidated (Thousand TL)	01 Jan. - 31 Dec. 09	%	19 Mar. - 31 Dec. 08	%	01 Jan. - 31 Dec. 08	%	Change %
Sales	5,711,268	100.0	3,133,229	100.0	5,073,746	100.0	12.6
Gross Profit	1,433,558	25.1	770,042	24.6	1,306,756	25.8	9.7
EBITDA	397,321	7.0	198,993	6.4	384,160	7.6	3.4

Turkey (Thousand TL)	01 Jan. - 31 Dec. 09	%	19 Mar. - 31 Dec. 08	%	01 Jan. - 31 Dec. 08	%	Change %
Sales	5,476,357	100.0	2,993,722	100.0	4,849,976	100.0	12.9
Gross Profit	1,372,266	25.1	731,894	24.4	1,245,315	25.7	10.2
EBITDA	372,163	6.8	182,624	6.1	358,846	7.4	3.7

Kazakhstan (Thousand TL)	01 Jan. - 31 Dec. 09	%	19 Mar. - 31 Dec. 08	%	01 Jan. - 31 Dec. 08	%	Change %
Sales	181,113	100.0	108,943	100.0	173,895	100.0	4.2
Gross Profit	43,167	23.8	27,545	25.3	44,140	25.4	-2.2
EBITDA	15,120	8.3	10,877	10.0	16,968	9.8	-10.9

Bulgaria (Thousand TL)	01 Jan. - 31 Dec. 09	%	19 Mar. - 31 Dec. 08	%	01 Jan. - 31 Dec. 08	%	Change %
Sales	34,162	100.0	18,497	100.0	30,329	100.0	12.6
Gross Profit	12,603	36.9	7,220	39.0	11,884	39.2	6.1
EBITDA	8,432	24.7	4,075	22.0	6,090	20.1	38.5

Azerbaijan (Thousand TL)	01 Jan. - 31 Dec. 09	%	19 Mar. - 31 Dec. 08	%	01 Jan. - 31 Dec. 08	%	Change %
Sales	19,636	100.0	12,067	100.0	19,546	100.0	0.5
Gross Profit	5,522	28.1	3,383	28.0	5,417	27.7	1.9
EBITDA	1,606	8.2	1,417	11.7	2,256	11.5	-28.8

Note: In order to ensure statistical comparability, Migros Türk T.A.Ş. figures for January 1 - December 31 2008 has been included in the table.

LIQUIDITY RATIOS	31 December 09	31 December 08
Current Ratio	1.34	1.35
Liquidity Ratio (Acid-Test)	0.94	0.95
Cash Ratio	0.89	0.90
Working Capital (Thousand TL)	492,052	429,324
Cash Conversion Cycle (in days)*	-48.7	-48.1

*It was calculated from average balances. In order to ensure statistical comparability, the figures of Migros Türk T.A.Ş for the said period were used in calculating the cash conversion cycle period for December 31, 2008.

FINANCIAL STRUCTURE RATIOS	31 December 09	31 December 08
Financial Leverage	0.73	0.26
Total Liabilities / Shareholders' Equity	2.77	0.36
Current Liabilities / Total Assets	0.26	0.23
Non-current Liabilities / Total Assets	0.48	0.03
Net Cash Position / Shareholders' Equity	-0.87	0.26
Financial Liabilities / Shareholders' Equity	1.72	0.02
Financial Liabilities / Total Assets	0.46	0.02
Total Financial Liabilities (Thousand TL)	2,578,887	82,002
Interest Coverage Ratio*	4.65	37.74
Net Cash Position (Thousand TL)	-1,306,652	995,751
Net Foreign Currency Position (Thousand TL)	-1,713,719	137,619

* In order to ensure statistical comparability, the figures of Migros Türk T.A.Ş for the said period were used in calculating the interest coverage ratio period for December 31, 2008.

PROFITABILITY RATIOS (%)	31 December 09	31 December 08
Return On Equity (ROE)	7.3	16.1
Return On Assets (ROA)	1.9	9.0
Gross Profit Margin	25.1	25.8
EBITDA Margin	7.0	7.6
Operating Profit Margin	4.6	5.8
Income Before Tax Margin	2.4	6.3
Net Income Margin	1.9	5.2

Note: In order to ensure statistical comparability, the figures of Migros Türk T.A.Ş for the said period were used in calculating the profitability ratios period for January 1 – December 31 2008

SHARE PERFORMANCE RATIOS	31 December 09	31 December 08	Change %
Market Cap (Thousand TL)	3,507,191	2,439,011	43.8
Share Price (TL)	19.70	13.70	43.8
Earnings Per Share (EPS) (Kr)	0.61	1.47	-58.4
Price-earnings Ratio (Annual)	32.0	9.3	242.8

Note: In order to ensure statistical comparability, Migros Türk T.A.Ş. figures for January 1 – December 31 2008 has been included in the table.

SECTION 3: OPERATIONAL ACTIVITIES

Position of Migros in the Sector and Investments

Operating in the food and consumer goods sector, Migros Ticaret A.Ş. is engaged in the retail sale of all types of food products and consumer goods, as well as their wholesale for retail consumption. The Company also operates shopping malls in Turkey and abroad through its associates.

The Company commanded a store network of 1,586 stores in total at the end of December 31, 2009, of these 112 M, 110 MM, 46 MMM, 980 Şok, 7 5M, 302 Tansaş and 9 Macrocenter stores in seven geographical regions throughout Turkey, as well as 4 Ramstores in Azerbaijan, 12 Ramstores in Kazakhstan, 3 Ramstores in Macedonia and 1 Ramstore in Kyrgyzstan operated through its associates abroad.

During 2009, Migros Ticaret A.Ş. opened 39 Migros, 41 Tansaş, 1 Macrocenter, 351 Şok and 4 Ramstore stores under:

M format; Kurtuluş, Cemalpaşa, Balcalı, Dört Yol, Yeni Vilayet, Yeni Baraj, Kozan in Adana, Amasya in Amasya, Çukurambar, Büyükesat, Bahçelievler 7. Cadde in Ankara, Konyaaltı in Antalya, Burdur in Burdur, Taşhan, Terminal, Şükrüpaşa in Erzurum, Harbiye in Hatay, Çapa in İstanbul, Çeşmealtı, Çeşme Germiyan Yalısı in İzmir, Anamur Yeşilyurt, Limonlu in Mersin, Ürgüp in Nevşehir,

MM format; Aksaray in Aksaray, Kundu in Antalya, Ertuğrulkent in Bursa, Emek in Gaziantep, G-City in Giresun, Dört Yol in Hatay, Boğazköy Verde Molino AVM, Astoria, Bahçeşehir Hill Park in İstanbul, Karaman in Karaman, Kütahya in Kütahya, Zonguldak in Zonguldak,

MMM format; Via Life in Ankara, Çekmeköy Eltes, Atakent Halkalı in İstanbul,

5M format; Malatya Park in Malatya,

Mini Tansaş format; Yeni Adana, Yurt, Reşatbey, Barajyolu, Küçük Saat in Adana, Yeşilyol in Afyon, Avşa in Balıkesir, Küçük Kumla in Bursa, Keşan in Edirne, Karataş, Gazikent, Cumhuriyet in Gaziantep, Ethemefendi, Altintepe, Mecidiyeköy in İstanbul, Şirinyer, Menderes, Bostanlı Park, Karşıyaka Dedebaşı in İzmir, Uray in Mersin, Kapaklı Çerkezköy in Tekirdağ,

Midi Tansaş format; Huzurevleri, Hayalpark in Adana, Gölbaşı, Polatlı in Ankara, 500 Evler in Gaziantep, İskenderun in Hatay, Halikent in Isparta, Aşağı Dudullu in İstanbul, Çiğli İstasyonaltı, Örnekköy Karşıyaka in İzmir, Yahyakaptan in Kocaeli, Erdemli in Mersin, Ordu in Ordu, Bafra in Samsun,

Maxi Tansaş format; Esentepe in Adana, Ataköy in Afyon, Çankırı in Çankırı, Şahinler Karataş in Gaziantep, Mezitli, Tömük in Mersin, Şanlıurfa in Şanlıurfa,

Macrocenter format; City's Nişantaşı in İstanbul,

Şok format;

- In Adana Kurttepe, Belediye Evleri, Güzelyalı,
- In Adıyaman Besni, Eskisaray, Çarşı, Vilayet,
- In Afyon Sandıklı, Afyon, Derviş Paşa,
- In Ağrı Cumhuriyet,
- In Amasya Merzifon,
- In Ankara Farabi Güven, Yukarı Bahçelievler, Kızılcahamam, Çubuk, Şereflikoçhisar, Oran, Ayrancı Cadde, Gazi, Elmadağ, Kurtuluş, Bahçelievler Cadde, Altındağ, Gençlik Caddesi, Öveçler Cadde, Turan Güneş Bulvarı, Doğukent Cadde, Demetevler İvedik, Karakusunlar, Keçiören Yunus Emre, Beypazarı Hacıkara, Nallıhan, Keçiören Atış,
- In Antalya Aşağıhisar, Dokuma Tevfik Fikret, Dutlubahçe, Manavgat Kasaplar, Kemer, Alanya Damlatas, Kemer Aslanbucak, Alanya Mehmet Akif Ersoy, Korkuteli Merkez, Kumluca Meydan, Şarmpol, Alanya Mahmutlar Cumhuriyet, Şafak Mahallesi, Kemer Hastane Caddesi, Finike Yenimahalle, Uncalı Siteler, 12. Cadde, Manavgat Hastane Caddesi,
- In Aydın Gazipaşa, Çine, Nazilli, Didim Mavişehir, Davutlar SSK Siteler, Kuşadası Cansever Sahil, Söke Yenikent,
- In Balıkesir İvrindi, Bandırma Kurtuluş, Erdek Ocaklar, Zeytinli Edremit, Bandırma 100. Yıl, Cengiz Topel,
- In Bilecik Söğüt,
- In Bursa Gemlik Sahil, Dikkaldırım, Orhangazi, Mustafa Kemal Paşa Terminal, Emirsultan, Bademli, Kumla Sahil, Ataevler, Görükle, Hürriyet, Yenişehir,
- In Çanakkale Gelibolu,
- In Çorum Hastane, Stad, Osmaniye Caddesi, Uğur Mumcu, İskilip,
- In Denizli Acıpayam, Merkez, Kıbrıs Şehitleri, Saltak, Atatürk Caddesi, Sarayköy, Mimar Sinan, İstiklal, Üçler,
- In Düzce Akçakoca Pazaryolu, Aydınpınar, Bolu Caddesi, Şerefiye,
- In Edirne Keşan Erikli, Keşan Yayla,
- In Elazığ Kovancılar, Merkez, Abdullahpaşa, Araştırma, Beyazçeşme, Bölge, Mustafapaşa, Sürsürü,
- In Erzurum Pelit, Yenişehir, Oltu, Solakzade, Yıldızkent, Palandöken, Çaykara, Hilalkent, Ilıca,
- In Eskişehir Batıkent, Atalar, Millet, Ayaç, Sakarya Caddesi, Yunus Emre, Atatürk Caddesi,
- In Gaziantep Batıkent, Milli Egemenlik, Fatih, Değirmişem, Güvenevler,
- In Giresun Sokakbaşı, Bulancak,
- In Gümüşhane Kelkit,
- In Hatay İskenderun Pınarbaşı, Saray, Antakya Cumhuriyet, İskenderun Denizciler, İskenderun Körfez,
- In Isparta İsmetpaşa, Gazi Kemal, Yalvaç Kütüphane, İstasyon, Keçiborlu,

- **In İstanbul** Bahçelievler Soğanlıbahçe, Göktürk Çamlık, Göktürk Mandıra Caddesi, Şişli, Büyükçekmece Esenbahçe, Sahrayıcedid Merkez, Üsküdar Özanakent, Büyükçekmece Hilal 86, Halide Edip Adıvar, Şişli Kurtuluş, Beykent İncikonak, Cennet Reyhan Caddesi, Kavacık Otağtepe, Kasımpaşa, Sultangazi, Haznedar Cadde, Bahçelievler Meltem, Okmeydanı Nişangah, Kazasker Hilmipaşa, Selimpaşa Merkez, Sarıyer, Ataşehir Gümrükyolu, Çobançeşme, Silivri Semizkum Alipaşa, Acıbadem Yıldızbakkal, GOP Karadeniz Mahallesi, Acıbadem Nişantaşı, Şirinevler Hürriyet, Çiftelavuzlar Yeşilbahar, İncirli Olgunlar, Bahçelievler Dereyolu, Sanayi Mahallesi, Güneşli Evren Mahallesi, Alibeyköy Binevler, Altıntepe, Yeşilpınar Cengiz Topel, Tüccarbaşı İstasyon, Caddebostan Plajyolu, Gayrettepe, Çekmeköy Siteler, Zeytinburnu Yenidoğan, Ümraniye Küçüksu, Moda, Şişli Şair Nigar, Bahçelievler Siyavuşpaşa, Ambarlı, Avcılar Çiğdem, Bağcılar Son Durak, Küçükçekmece Tepeüstü, Kadıköy Serasker, Beykoz Ortaçeşme, Kağıthane Hamidiye, İçerenköy Cadde, Kartal Karlıktepe, Alibeyköy Mevlana, Beşiktaş Barbaros, Bahçeşehir İspartakule, Bayrampaşa İbrahimağa, Bayrampaşa Yıldırım, Levent Emniyet Evleri, Okmeydanı Akışlı, Zeytinburnu Işıklar, Zeytinburnu Pazar, Zeytinburnu Cadde, Ümraniye Şerifali Nezih Konakları, Dudullu Doğanevler, Küçükköy Poligon, Bayrampaşa Kocatepe, Bayrampaşa Yeniyol, Ümraniye Kavaklıdere, Rahmanlar Petroliş, Pendik Esenyalı, GOP Beşyüzevler, Mecidiyeköy İzzetpaşa, Eyüp Rami, İkitelli Oyak, Sarıgazi Sancaktepe, Ümraniye Şerifali Aziz Bulvarı, Küçükbakkalköy Kanarya,
- **In İzmir** Balçova Ata, Atakent, Ayrancılar, Ödemiş, Bostanlı Şehitler, Çamdibi, Bergama Zafer, Buca İşçievleri, Çeşme Germiyan Yalısı, Menemen Kasımpaşa, Karabağlar, Karşıyaka Elit Sitesi, Seferihisar, Çeşme Çiftlikköy, Urla Zeytinalanı, Gaziemir, Alsancak Kültür, Gaziemir Atif Bey,
- **In Kahramanmaraş** Yatılı Bölge, Elbistan Çarşı, Elbistan Pınarbaşı, Elbistan Dulkadiroğlu,
- **In Karabük** Karabük, İstasyon, Safranbolu,
- **In Karaman** K. Karabekir Paşa, Çukurbağ,
- **In Kars** Sarıkamış, Ortakapı, Merkez,
- **In Kastamonu** Tosya, Bulvar,
- **In Kayseri** Gültepe, Talas, Pınarbaşı, Fuaryolu, Tomarza,
- **In Kırkkale** Hürriyet,
- **In Kırklareli** Kırklareli, Vize,
- **In Kırşehir** Mucur,
- **In Kocaeli** Değirmendere Yüzbaşılar, Maşukiye, Kerpe, Derbent Kartepe, Yenikent, Mutlukent Huzur Sitesi, Arslanbey, Kadıköy,
- **In Konya** Akşehir Çarşı, Nalçacı, Kerküklü, Meram Yaka, Özalkent, Sarayönü,
- **In Kütahya** Simav, Gediz Çarşı,
- **In Malatya** Uçbağlar, Hasanbey,
- **In Manisa** Lale Meydanı, Turgutlu Çarşı, Ahmetli, Muradiye,
- **In Mersin** Mut, Mezitli, Dikenliyol, Kralyolu, Erdemli, Gazi, Erdemli Merkez,
- **In Muğla** Dalaman Hürriyet, Marmaris, Fethiye Günlükbaşı, Datça Siteler, Dalyan, Marmaris Çarşı,
- **In Nevşehir** Avanos, Toki, Çarşı,
- **In Niğde** Merkez, Dr. Sami Yağız,
- **In Ordu** Yenimahalle, Akyazı, Fatsa, İsmetpaşa, Ünye,
- **In Osmaniye** İstiklal,
- **In Sakarya** Sapanca Gölevleri, Adapazarı Geyve,
- **In Samsun** Terme, 56 Evler, Liman, Bafra Beşyol, Ömürevler, 19 Mayıs, Çiftlik, İlyasköy, Bafra Gençlik Caddesi, Unkapanı, Havza, Kazım Karabekir, Hançerli,
- **In Sinop** Sinop, Ayancık,
- **In Sivas** Kızılırmak, Alibaba, Çiçekli, Ece Mahallesi, Paşabey,
- **In Şanlıurfa** Birecik, Karaköprü,
- **In Tekirdağ** Çorlu Bahçelievler, Yeniçiftlik Sahil, Şarköy Merkez, Çorlu Kumyol,
- **In Tokat** Merkez, Niksar, Meydan, Turhal Şelale, Üniversite Hastane,
- **In Trabzon** Beşirli, Beşikdüzü,
- **In Uşak** Uşak,
- **In Yalova** Çınarcık Koru, Toki, Altınova, Elmalıkoyu,
- **In Yozgat** Yerköy,
- **In Zonguldak** Gökçebeş, Karadeniz Ereğli Erdemir, Filyos, Çarşı

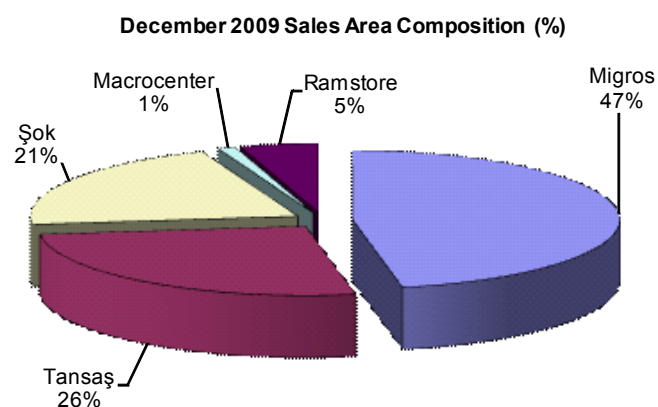
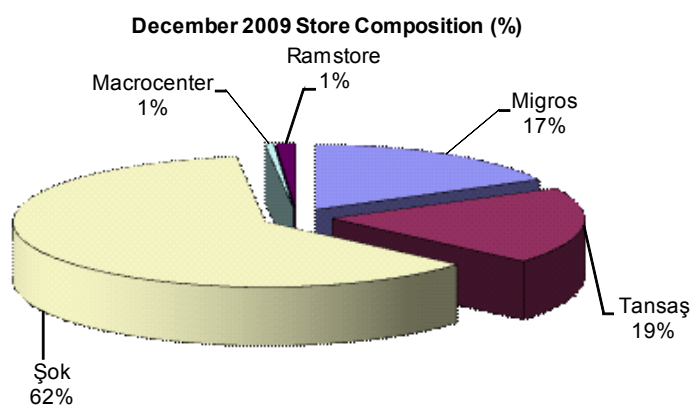
Ramstore format; Suvelan Park in Azerbaijan, Ajar and Aport in Kazakhstan, Çayır in Macedonia.

The company's domestic net sales area has increased by 17.1% compared to 2008 to 783,147 sqm. The store efficiency as a result of the campaigns conducted and the increased customer satisfaction rose, and the annualized domestic sales per sqm realized TL 7,414. In 2009, the number of customers has increased by 14% compared to the same period of the previous year and reached a total number of 328 million. The sales per customer realized TL 17.54.

The sales through Migros Club Card, that continues to be the largest card program of Turkish retail market, reached 78% in 2009.

Number of Stores	December 2008	December 2009
Turkey		
5M*	6	7
M	93	112
MM	101	110
MMM	44	46
Şok	652	980
Mini	133	146
Midi	86	97
Maxi	52	59
Macrocenter	8	9
Number of Stores - Domestic	1,175	1,566
Net Sales Area – Domestic (m²)	668,609	783,147
International		
Kazakhstan	10	12
Azerbaijan	3	4
Macedonia	2	3
Kyrgyzstan	1	1
Number of Stores - International	16	20
Net Sales Area – International (m²)	28,956	38,980
Total number of stores	1,191	1,586
Total net sales area (m²)	697,565	822,127

* The Company converted its large stores which did not fall into the M, MM or MMM classification into the 5M format



SECTION 4: THE OTHER ISSUES

Information on Purchase of FRC Shares

As stated in the material disclosure of Migros Ticaret A.Ş. dated February 17, 2010,

It has been resolved that,

- 899,996 shares with a nominal value of TL 899,996, which represent 99.9996% of the 900,000 shares with a nominal value of TL 900,000, each worth TL 1, owned by Amaç Gıda Ticaret ve Sanayi A.Ş. ("Amaç"), a company operating under Migros and Şok banners with 7 franchise stores in the city of Eskişehir, Sakarya, Bilecik and Yalova at a price of TL 3,399,984.89 from Çetin Adalet, Orhan Mersinoğlu, Adnan Mersinoğlu, Ayşe Melike Adalet and Türkan Mersinoğlu,
- 99,996 shares with a nominal value of TL 99,996, which represent 99.996% of the 100,000 shares with a nominal value of TL 100,000, each worth TL 1, owned by Ades Gıda Sanayi ve Ticaret A.Ş. ("Ades"), a company operating under Migros and Şok banners with 14 franchise stores in the city of Balıkesir, Eskişehir, Sakarya, Düzce, Afyon and Bilecik at a price of TL 12,199,512.00 from Çetin Adalet, Orhan Mersinoğlu, Adnan Mersinoğlu, Ayşe Melike Adalet and Türkan Mersinoğlu,
- 175,996 shares with a nominal value of TL 175,996, which represent 99.998% of the 176,000 shares with a nominal value of TL 176,000, each worth TL 1, owned by Egeden Gıda Tüketim Malları Ticaret ve Sanayi A.Ş. ("Egeden"), a company operating under Migros and Şok banners with 3 franchise stores in the city of Denizli at a price of TL 4,099,906.82 from Çetin Adalet, Orhan Mersinoğlu, Adnan Mersinoğlu, Birlik Ecza Deposu Tic. ve San. A.Ş. and Ayşe Melike Adalet,

are purchased by our Company. The share transfer price shall be subject to a price adjustment as of the closing date. The said transaction of transfer shall be valid following permission of Competition Board and fulfilment of other preconditions.

Information About Appointing The Independent Audit Company For 2010 Fiscal Year

At the Board of directors meeting of our company held on March 31, 2010;

In accordance with the suggestion of Audit Committee it has been decided to appoint DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of Deloitte Touche Tohmatsu International) as the independent auditor for 2010 fiscal year and to submit this proposal to the General Assembly's approval.

SECTION 5: CORPORATE GOVERNANCE

Statement of Compliance with Corporate Governance Principle

Migros Ticaret A.Ş., on principle, adheres to Corporate Governance Principles, which were adopted by the Capital Markets Board of Turkey (CMB) Resolution No. 35/835 dated July 4, 2003 and were announced to the public in July 2003. Migros is aware of the benefits that the implementation of these principles will bring to the Company, its stakeholders and ultimately the country. Deficiencies in implementation are reviewed with a view to continuous improvement and efforts are underway to fix these shortcomings in order for Migros to be an exemplary role model.

The Company adopted the main principles of Corporate Governance, which are:

- a) Fairness
- b) Transparency
- c) Responsibility
- d) Accountability

During the year, business processes regarding intra-company reporting and business conduct were improved and made more effective. In 2007, the Company set up the Corporate Governance Committee within the framework of compliance with the Capital Market Legislation and Corporate Governance Principles. Also, Stefano Ferraresi and Evren Rifki Ünver have been elected as the members of the Audit Committee and Nicholas Stathopoulos, Ömer Özgür Tort and Erkin Yılmaz have been elected as the members of Corporate Governance Committee at the Board of Directors Meeting of our company dated 07 October 2009.

In an effort to keep the shareholders informed, the Company renewed its corporate website in August 2009 and enriched its substance and content, thereby allowing the shareholders to have access to more information about the Company.

The Company's Corporate Governance Principles Compliance Report can be accessed at the corporate website (www.migroskurumsal.com) in the Investor Relations section, in addition to the annual report.

Investor Relations

In accordance with our company policy, investor relations is given the utmost importance. Investor Relations Unit under Finance Department was formed in 2003 in order to meet the information requests of shareholders for our Company, and the unit manages the processes related to General Assembly, capital increases and dividend distribution in addition to handling all enquiries and transactions of the shareholders regarding capital increases and dividend payments.

In addition, the Investor Relations communicates directly with various institutions including the CMB, İstanbul Stock Exchange (ISE), Central Registry Agency (CRA) and Takasbank (ISE Settlement and Custody Bank Inc) and represents the Company. Keeping records of the Board of Directors meetings and material disclosures to the ISE in compliance with the CMB Communiqué are among the department's other activities. Within the scope of the Public Disclosure Platform (in Turkish: KAP) of the CMB, these material disclosures and other announcements are also posted on the electronic environment using software developed by TÜBİTAK. Migros' Investor Relations Department monitors relevant legislation as well as CMB communiqués and informs the senior management about the subjects and issues requiring compliance.

The department also responds to the information requests about the Company. By making use of all available communication opportunities (one-on-one meetings, conference participations, meetings, corporate website, phone, email, investor bulletins, investor presentations, etc.), the department informs Migros shareholders and brokerage analysts about the Company. The department is responsible for the preparation of the annual report as well as the coordination of Corporate Governance operations and activities. It identifies the improvement areas and based on continuous improvement philosophy, supports the Company's senior management to make Migros a role model institution.

All shareholders requesting information about the Company can submit their queries by sending e-mail to investor_relations@migros.com.tr. All other channels of communication are also available for the shareholders.