

# MiGROS



**Migros Ticaret A.Ş.**

**01.01.2013 – 31.03.2013**

**Activity Report**

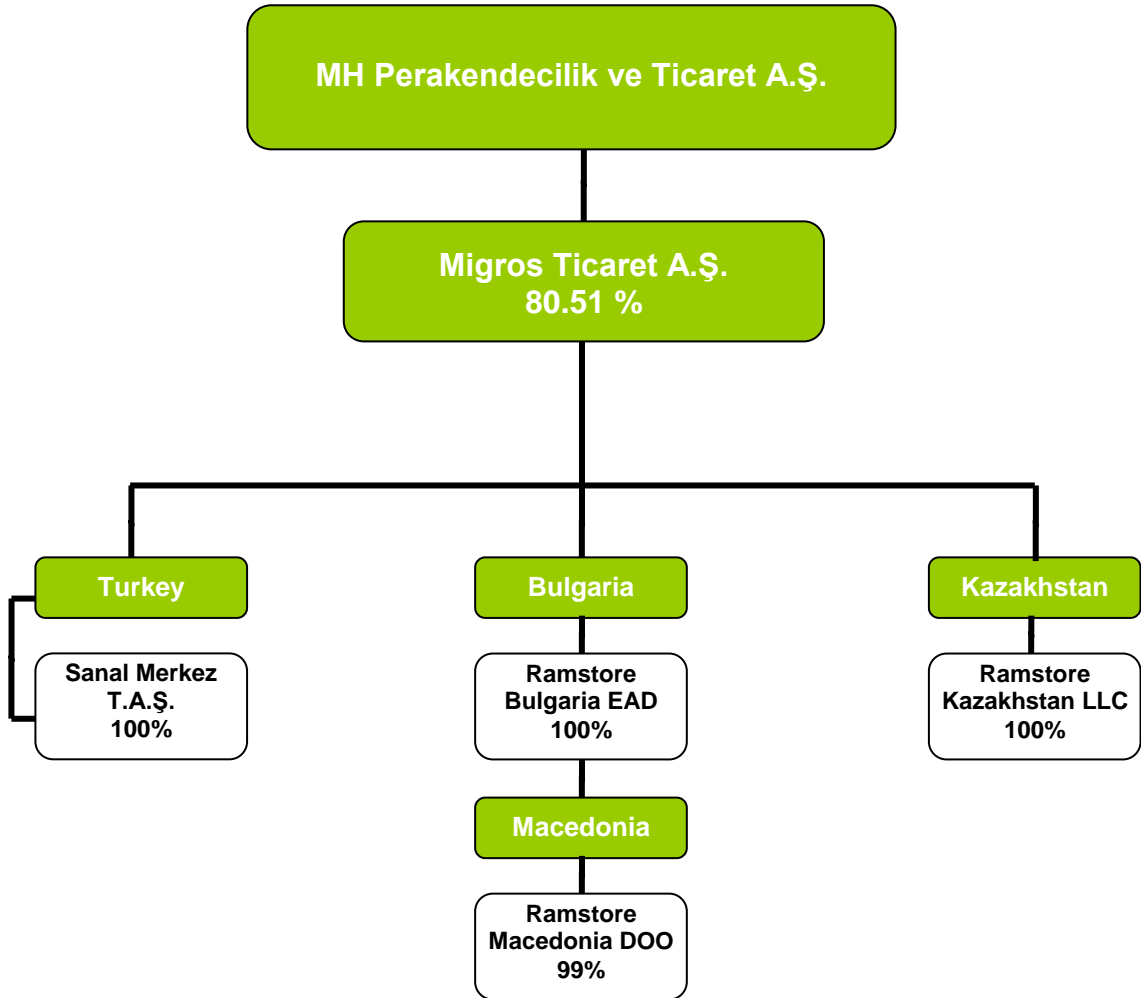
# CORPORATE PROFILE

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

*(\*)*: Migros Türk T.A.Ş. and Moonlight Perakendecilik ve Ticaret A.Ş., established in March 19, 2008, were merged on April 30, 2009. Moonlight changed its name to Migros Ticaret A.Ş. subsequent to the merger.

*(\*\*)*: It is the first listing date of Migros Ticaret A.Ş. in ISE following the merger with Migros Türk T.A.Ş.

# Migros Ticaret A.Ş. Ownership Structure and Its Subsidiaries as of March 31, 2013



## INTRODUCTION: AN ECONOMIC REVIEW AND RETAIL MARKET

Gross Domestic Product (GDP) grew by 2.2 % in 2012 in real terms. Food, beverage and tobacco spend increased by 2.0 % in 2012. On the other hand, the final consumption expenditure of resident and non-resident households on the economic territory improved only 0.1% in comparison with last year. The slowdown in the economy, especially through the end of the year, slightly continued in the first quarter of 2013 in terms of consumer demand. The consumer confidence index, reaching 73.6 by the end of 2012, was 74.9 as of March 2013 corresponding to a 1.8% increase.

The CPI is 6.16% by the end of 2012 in comparison with the same period of the last year. In March 2013, the CPI grew by 7.29% versus the same period of the last year. The price inflation of food and beverages is in line with the consumer price inflation.

According to the Trade Council of Shopping Centers and Retailers (TCSCR), in March 2013, grocery retail revenue increase was 3% versus 19% increase in non-food retail.

Grocery sales area expanded by 3% by the end of March 2013 versus last year whereas non-food retail space increased by 9% versus last year.

Grocery retail improved by 1% squaremeter according to March 2013 sub-sectors data in comparison with the same month of the last year.

Employment in grocery retail increased by 2% year on year whereas employment in non-food retail increased by 14%.

## SECTION 1: CORPORATE INFORMATION

### Board of Directors

Board Members and Auditors of our Company are shown below.

### Board of Directors

Fevzi Bülent Özaydınlı	Chairman
Nicholas Stathopoulos	Board Member / Member of the Corporate Governance Committee
Stefano Ferraresi	Board Member / Member of the Early Recognition of Risk Committee
Ömer Özgür Tort	Board Member / General Manager
Giovanni Maria Cavallini	Board Member
Glen Allen Osmond	Board Member
Jacob Cornelio Adriano de Jonge	Independent Board Member / President of the Early Recognition of Risk Committee
Tayfun Bayazıt	Independent Board Member / President of the Audit Committee / Member of the Early Recognition of Risk Committee
Hakkı Hasan Yılmaz	Independent Board Member / President of the Corporate Governance Committee / Member of the Audit Committee

### Auditors

Mustafa Bilgutay Yaşar	Auditor
Yüksel Toparlak	Auditor
Recep Bıyık	Auditor

### Authorities and Duties of the Board of Directors

According to the articles 16<sup>th</sup> and 17<sup>th</sup> in the Articles of Association of the Company, the Board of Directors have the authority to take any decision 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 22<sup>nd</sup> and 23<sup>rd</sup> 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. 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 TL 178,030,000 capital, are as follows:

As of March 31, 2013;

Migros Ticaret A.Ş.		
Shareholder	Share (%)	Amount (TL)
MH Perakendecilik ve Ticaret A.Ş.	80.51	143,323,336
Other	19.49	34,706,664
<b>Total</b>	<b>100.00</b>	<b>178,030,000</b>

## Information About the Most Recent Capital Increase

No increase was made in the capital during January 01 – March 31, 2013.

## Information on General Assembly Meeting

### General Assembly Meeting

Meeting Minutes and List of Attendees pertaining to Ordinary General Assembly Meeting of our Company dated 28.06.2012 were disclosed in our corporate web site ([www.migroskurumsal.com](http://www.migroskurumsal.com)). In the Ordinary General Assembly Meeting, the statutory and the consolidated financial statements dated 31.12.2011, which was prepared in accordance with IFRS and the other agenda articles were duly accepted.

During the General Assembly Meeting, as per the Communique of the Board of Capital Markets on Independent Auditing Standards, it was resolved by the Board of Directors that "DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş." (a member of Deloitte Touche Tohmatsu International) which was recommended by the Audit Committee and selected for the year 2012 be authorized to act as independent external auditor.

Meeting Minutes and List of Attendees pertaining to Ordinary General Meeting of our company pertaining to 2011 operations have been disclosed in our corporate web site ([www.migroskurumsal.com](http://www.migroskurumsal.com)) and in 2011 annual report. It has not been resolved the date of ordinary general assembly meeting for 2012 operations yet.

## Amendments in the Articles of Association to Be Presented to the Approval of the General Assembly

At the Board of Directors Meeting dated 09.04.2013, it has been resolved to amend the contents of;

- 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 named 10 "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 14 named "Meeting and Resolution Quorums", Article 15 named "Commissar",
- Article 16 named "Board of Directors", Article 17 named "Term of Office and Duties of the Board of Directors",
- Article named 18 "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 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,

to remove;

- 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,

to change; (by without any changes in the current contents)

- the number of Article 27 named "Annual Accounts" with Article 25,
- the number of Article 29 named "Date of Dividend Distribution" with Article 27,
- the number of Article 31 named "Dissolution and Liquidation of the Company" with Article 29,
- the number of Article 34 named "The Competent Court" with Article 31,
- the number of Article 35 named "Compliance with Corporate Governance Principles" with Article 32,

to file the necessary applications at Capital Markets Board and Republic of Turkey Ministry of Customs and Trade to get required approvals; and it has been resolved to present this decision to the approval of the first General Assembly.

Aforementioned amendments in the Articles of Association have been submitted for the approval of Capital Markets Board. The information regarding the Amendments in the Articles of Association is posted to the corporate website of the Company ([www.migroskurumsal.com](http://www.migroskurumsal.com)) and in the Public Disclosure Platform ("KAP").

## **The Dividend Policy of Migros**

As it was submitted to shareholders at the General Assembly Meeting on 28 June 2012;

"In line with the Company's long-term strategies, investments and financing plans and profitability, the amount of dividend which was determined by the Board of Directors and submitted for the approval of the General Assembly, 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**

At the General Assembly Meeting of our company held on 28 June 2012;

It was resolved to propose no dividend distribution for 2011 fiscal year since Migros recorded TL 163,169,871.28 net loss in the consolidated financial statements of 2011. Resolution was taken within the framework of the Communiqué of CMB Serial: IV, No: 27, provisions presented in our articles of association and dividend distribution policies that were disclosed to public by our company.

## SECTION 2: FINANCIAL INFORMATION

### Sales

(thousand TL)

	January 1 – March 31, 2013	January 1 – March 31, 2012
Domestic sales	1.537.591	1.390.760
Foreign sales	97.471	97.056
	1.635.062	1.487.816
Other sales	2.753	2.162
	1.637.815	1.489.978
Less: Discounts and returns	(47.137)	(35.210)
<b>Sales revenue – net</b>	<b>1.590.678</b>	<b>1.454.768</b>

### The Financial Ratios

#### The financial resources and the risk management policies

##### Loans

As from March 31, 2013 the outstanding loans of the Company stands at TL 2,342,687 thousand, out of which TL 35,258 thousand, is due within the next 12 months.

##### Risk management policies

The company's exposure to the fluctuations in foreign exchange rates and interest rates, is mainly due to the foreign exchange denominated loans in its Balance Sheet. Foreign exchange risk from loans and fluctuations in Euribor rates are continuously monitored and limited by hedging derivative instruments.

Risk management is implemented by each subsidiary within the framework of policies decided by the Board of Directors.

At the Board of Directors meeting dated 9 October 2012, Tayfun Bayazit, Jacob Cornelio Adriano de Jonge, Stefano Ferraresi and Erkin Yılmaz were elected to the Early Recognition of Risk Committee which was founded in accordance with the New Turkish Commercial Code, Capital Markets Code and Corporate Governance Principles. Jacob Cornelio Adriano de Jonge was elected as the President of the Committee in accordance with Capital Markets Board regulations. The committee, consists of four members, convenes six times in a year.

The Early Recognition of Risk Committee coordinates to take precaution against predictable risks that the company might face as a result of its financial structure.

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

In the footnote 'Events After Balance Sheet Date' of the Consolidated Financial Statements, necessary explanations are provided on the matter.

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

N/A.

## Financial Statements

<b>Migros - IFRS Consolidated Income Statement Summary (Thousand TL)</b>	<b>Jan. 01 – Mar. 31, 2013</b>	<b>%</b>	<b>Jan. 01 – Mar. 31, 2012</b>	<b>%</b>
<b>Net Sales</b>	<b>1.590.678</b>	<b>100,0</b>	<b>1.454.768</b>	<b>100,0</b>
Cost of sales (-)	-1.168.635	-73,5	-1.069.581	-73,5
<b>Gross Profit</b>	<b>422.043</b>	<b>26,5</b>	<b>385.187</b>	<b>26,5</b>
Operating Expenses	-363.312	-22,8	-325.647	-22,4
Other Operating Income / (Expense)	-10.013	-0,6	-6.759	-0,5
<b>Operating Profit</b>	<b>48.718</b>	<b>3,1</b>	<b>52.781</b>	<b>3,6</b>
Financial Income / (Expense)	-6.080	-0,4	13.188	0,9
<b>Income/Loss Before Tax</b>	<b>42.638</b>	<b>2,7</b>	<b>65.969</b>	<b>4,5</b>
Tax Income / (Expenses)	-9.568	-0,6	-8.392	-0,6
Deferred Tax Income	1.820	0,1	3.972	0,3
<b>Net Profit / Loss</b>	<b>34.890</b>	<b>2,2</b>	<b>61.549</b>	<b>4,2</b>
<i>Income For The Period-Non-controlling Interest</i>	<i>18</i>	<i>0,0</i>	<i>20</i>	<i>0,0</i>
<i>Income For The Period-Parent Company Shares</i>	<i>34.872</i>	<i>2,2</i>	<i>61.529</i>	<i>4,2</i>

<b>EBITDA</b>	<b>104.506</b>	<b>6,6</b>	<b>98.812</b>	<b>6,8</b>
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<b>Migros IFRS Consolidated Balance Sheet Summary (Thousand TL)</b>	<b>March 2013</b>	<b>%</b>	<b>December 2012</b>	<b>%</b>
Current Assets	1.797.719	32,6	1.908.550	33,9
Non-current Assets	3.708.941	67,4	3.715.795	66,1
<b>Total Assets</b>	<b>5.506.660</b>	<b>100,0</b>	<b>5.624.345</b>	<b>100,0</b>
Current Liabilities	1.755.314	41,7	1.875.140	43,0
Non-current Liabilities	2.454.406	58,3	2.487.129	57,0
<b>Total Liabilities</b>	<b>4.209.720</b>	<b>100,0</b>	<b>4.362.269</b>	<b>100,0</b>
Parent Company Equity	1.296.376	23,5	1.261.554	22,4
Non-controlling Interest	564	0,0	522	0,0
<b>Total Equity</b>	<b>1.296.940</b>	<b>23,6</b>	<b>1.262.076</b>	<b>22,4</b>
<b>Total Liabilities and Equity</b>	<b>5.506.660</b>	<b>100,0</b>	<b>5.624.345</b>	<b>100,0</b>



## Financial Structure and Profitability Ratios

<b>FINANCIAL STRUCTURE AND LIQUIDITY RATIOS</b>	<b>March 2013</b>	<b>December 2012</b>
Financial Leverage (Total Liabilities / Total Liabilities and Equity)	0,76	0,78
Total Liabilities / Equity	3,25	3,46
Financial Liabilities / Total Assets	0,43	0,44
Net Cash Position (Thousand TL)	-1.443.809	-1.447.205
Current Ratio	1,02	1,02

<b>PROFITABILITY RATIOS (%)</b>	<b>March 2013</b>	<b>March 2012</b>
Gross Profit Margin	26,5	26,5
EBITDA Margin	6,6	6,8
Operating Profit Margin	3,1	3,6
Net Profit / Loss Margin	2,2	4,2

<b>SHARE PERFORMANCE RATIOS</b>	<b>March 2013</b>	<b>December 2012</b>
Market Cap (Thousand TL)	4.032.380	3.827.645
Share Price (TL)	22,65	21,50
Earnings Per Share (EPS) (Kr)	0,20	0,49

## 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 subsidiaries.

The Company operates a network of 907 stores in total at the end of March 31, 2013, of these 90 Migrosjet, 266 M, 197 MM, 67 MMM, 19 5M, 127 Mini, 67 Midi, 25 Maxi and 18 Macrocenter stores in seven geographical regions throughout Turkey, as well as 24 Ramstores in Kazakhstan and 7 Ramstores in Macedonia operated through its associates abroad.

During January 01 – March 31, 2013, Migros Ticaret A.Ş. opened 1 hypermarket and 40 supermarkets.

<b>32 Migros stores</b>			
<b><u>M (10 stores)</u></b> Afyon (1) Amasya (1) Bursa (1) Düzce (1) Edirne (1) Kocaeli (2) Mersin (1) Samsun(1) Zonguldak (1)	<b><u>MM (6 stores)</u></b> Antalya (1) İstanbul (1) İzmir (1) Ordu (2) Siirt (1)	<b><u>MMM (1 store)</u></b> İstanbul (1)	<b><u>Migrosjet (15 stores)</u></b> Antalya (3) Balıkesir (1) Bursa (1) İstanbul (7) Kocaeli (1) Muğla (1) Yalova (1)

<b>7 Tansaş stores</b>	
<b><u>Mini (6 stores)</u></b> Balıkesir (1) İzmir (3) Muğla (2)	<b><u>Midi (1 store)</u></b> İzmir (1)

<b>1 Macrocenter store</b>
İstanbul (1)

<b>1 5M Hypermarket store</b>
Samsun (1)

## SECTION 4: CORPORATE GOVERNANCE

### Statement of Compliance with Corporate Governance Principle

Migros Ticaret A.Ş. is taking necessary steps to adopt the “**Communiqué on Determination and Implementation of Corporate Governance Principles**” (Serial: IV, No: 56), which were announced by the Capital Markets Board of Turkey (CMB). The application of the main principles of Corporate Governance, which are fairness, transparency, responsibility and accountability are continuously reviewed, deficiencies are addressed with the aspiration of becoming an exemplary role model.

Migros Corporate Governance Principles Compliance Report, in addition to the annual report, can be accessed at the corporate website ([www.migroskurumsal.com](http://www.migroskurumsal.com)) in the Investor Relations section.

### Corporate Governance Committee

Hakkı Hasan Yılmaz, Nicholas Stathopoulos and Affan Nomak were elected to the Corporate Governance Committee at the Board of Directors meeting dated 9 October 2012. Besides, Hakkı Hasan Yılmaz was elected as the President of the Committee in accordance with Capital Markets Board regulations. Furthermore, within the scope of the “Communiqué on Determination and Implementation of Corporate Governance Principles” of Capital Markets Board (“CMB”) (Serial: IV, No: 56), it has been resolved that the Corporate Governance Committee will be responsible for the duties of the Nomination Committee and the Remuneration Committee. The committee, consists of three members, convenes four times in a year.

### Investor Relations

Investor Relations Department, founded under the Finance Department in 2003, not only manages the relations with domestic and foreign investors but also the processes related to General Assembly, capital increases and dividend distribution. All enquiries and transactions of the shareholders regarding capital increases and dividend payments are handled here by the Investor Relations Department.

In addition, the Investor Relations communicates directly with various institutions including the Capital Markets Board (CMB), Istanbul 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. Migros' Investor Relations Department keeps up with relevant legislation as well as CMB communiqués and informs the senior management on the matters requiring compliance.

The department also responds to the information requests about the Company. Investor Relations is also responsible for the preparation of the annual reports as well as the coordination of Corporate Governance operations and activities.

All shareholders requesting information about Migros can submit their queries by sending e-mail to [investor\\_relations@migros.com.tr](mailto:investor_relations@migros.com.tr). All other channels of communication are also available for the shareholders.