

**MİGROS TİCARET A.Ş. JUNE 28, 2012**  
**GENERAL ASSEMBLY MEETING AGENDA**

- 1 - Roll call and election of the Assembly Presidium,
- 2 - Presentation and discussion of the Board of Directors Report on 2011 activities and accounts, Statutory Auditors' Report and the summary of the Independent Auditors' Report prepared by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş (a member of Deloitte Touche Tohmatsu International), approval, amendment or rejection of the Board's proposed Balance Sheet and Income Statement for 2011,
- 3 - Individual acquittal of the members of the Board of Directors and Statutory Auditors of their fiducial responsibilities for the Company's operations during 2011,
- 4 - Approval, amendment or rejection of the Board of Directors' proposal regarding the distribution and timing of the 2011 dividend,
- 5 - Presenting the Company's "Dividend Distribution Policy" for 2012 and the following years pursuant to Corporate Governance Principles,
- 6 - On condition that necessary permissions are obtained from Capital Markets Board and T.R. Ministry of Industry and Trade and as it has been permitted; the following articles of the articles of association have been revised; Article 3 named "Purpose and Scope", Article 11 named "General Assembly Meetings", Article 16 named "Board of Directors", Article 18 named "Meeting of the Board of Directors", Article 21 named "Remuneration of the Directors" and Article 32 named "Legal Provisions" in the Articles of Association of the Company whilst Article 11/B named "Powers of the General Assembly", Article 16/A named "Committees" and Article 35 named "Compliance with Corporate Governance Principles" have been added,
- 7 - Determination of the number of members of the Board of Directors and election of the members accordingly, including the Independent Board Members,
- 8 - Re-election or replacement of Statutory Auditors and the setting of their terms of office,
- 9 - Presenting the Company's "Compensation Policy for Members of the Board and Senior Management" in accordance with the Corporate Governance Principles,
- 10- Determination of the monthly gross remuneration of the Members of the Board of Directors and the Statutory Auditors,
- 11- Presenting the Company's "Disclosure Policy" in accordance with the Corporate Governance Principles,
- 12- Informing the General Assembly of the donations made by the Company for charitable purposes foundations and associations in 2011,
- 13- Approval of the Independent Audit Company, recommended by the Audit Committee and selected by the Board of Directors pursuant to the regulations of the Capital Markets Board of Turkey pertaining to Independent Auditing in Capital Markets,
- 14- Informing the General Assembly about the details of collaterals, mortgages and pledges given as per Capital Markets Board Resolution no 28/780 dated 09.09.2009,
- 15- Giving consent to the shareholders who control the management, the members of the Board of Directors, the top executives, and blood and in-law relatives of them up to and including second kin to carry out the business transactions falling under the Company's scope, personally or on behalf of others, and to become shareholders in companies pursuing businesses of such nature and to carry out other transactions, which may lead to conflict of interest with the Company or its affiliates, and giving information about the transactions of this kind executed during the year, pursuant to the articles 334 and 335 of the Turkish Commercial Code and the Articles of Association,
- 16- To authorize the Presidium to sign the minutes of the General Meeting on behalf of the shareholders,
- 17- Closing.