

MiGROS



Migros Ticaret A.Ş.

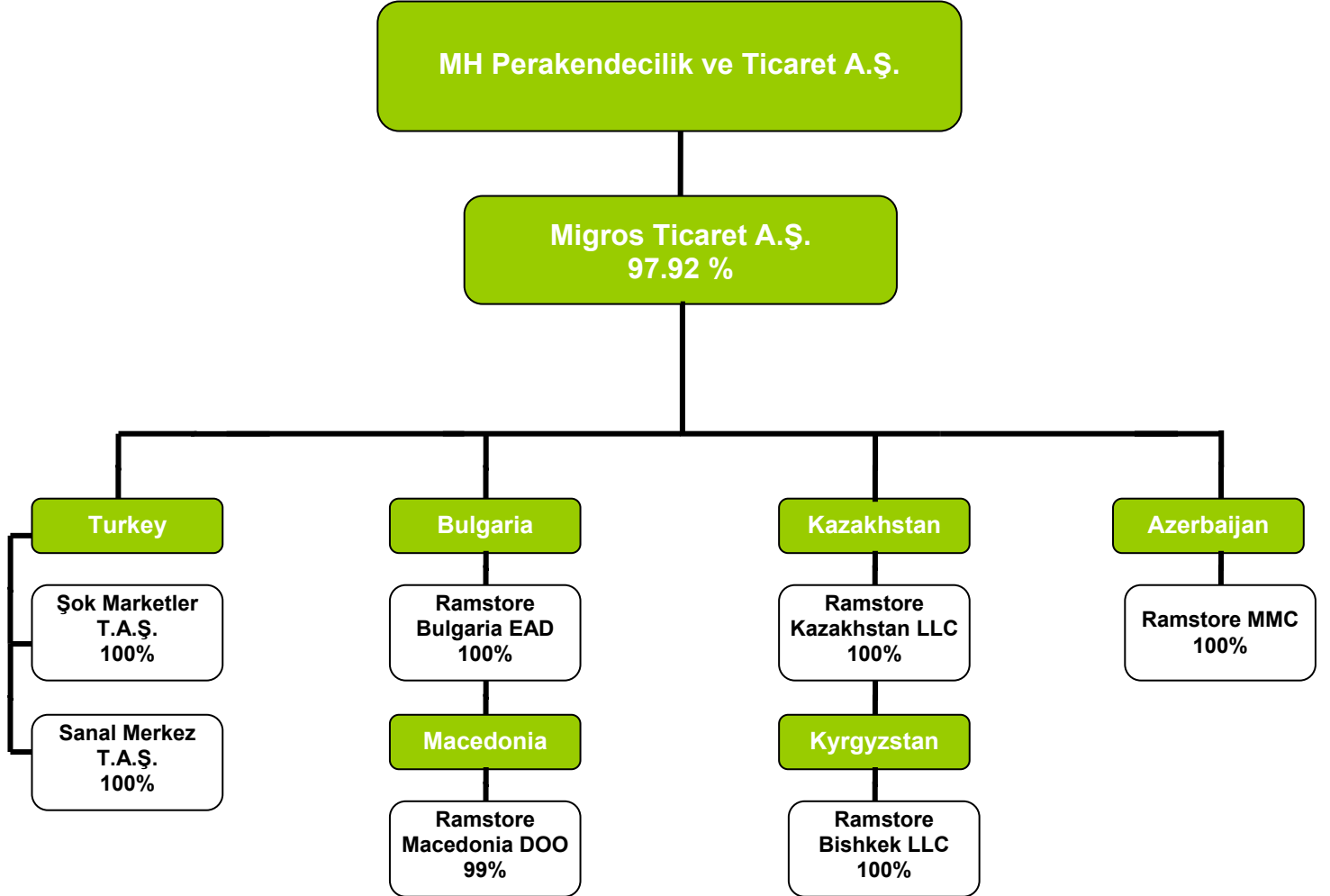
01.01.2009 – 30.06.2009

Interim 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 456 59 05
Corporate Web Site	: www.migros.com.tr
E-mail	: malimigros@migros.com.tr
Capital	: TL 178,030,000
Stock Exchange	: İstanbul Stock Exchange
Listing Date at the Stock Exchange	: 2009
Symbol	: MGROS.IS

Migros Ticaret Organigram as of 30 June 2009



INTRODUCTION: AN ECONOMIC REVIEW AND RETAIL MARKET

According to TurkStat (Turkish Statistical Institute), GDP, which rose by 7.3% in real terms in the first quarter of 2008, shrunk 13.8% to TL 211 billion in nominal prices in the first quarter of 2009. Domestic food, alcoholic beverages, and tobacco consumptions declined by 0.8% with constant prices in the first quarter of 2009, which is lower than the GDP shrinkage of 13.8% in the first quarter of 2009. In the first quarter of 2009, food, alcoholic beverages, and tobacco consumptions amounted to TL 160.8 billion, which corresponds to a decrease of 1.1% in nominal terms.

According to Retail Index results of Trade Council of Shopping Centers and Retailers (TCSCR), annual increase in sales turnover is 3% in June 2009. The revenue in organized food retail market increased by 4% in the first half of 2009, compared to the first half of 2008. In food retail market, annual increase in sales turnover was realized as 1%. In food retail, sales increased 2% in the first quarter of 2009, as compared to the same period in 2008. In non-food retail market, annual increase in sales turnover amounted to 6%. In food retail, the total sales area rose by 17% and the total number of stores by 24% annually in June 2009. The per sqm sales index in June dropped 4% versus May 2009 and 6% versus June 2008.

Food and non-alcoholic beverages group Consumer Price Index (CPI) rose by 3.63% in first 6 months of 2009 and 9.68% compared to June 2008. General 12 month CPI, which was 10.06% in 2008, dropped to 5.73% in June 2009.

The increase of the CBRT Consumer Confidence Index has been on the increase. The Index, which was 83.3 in May 2009, has jumped by 2.4% to 85.3 in June 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 Özyadınlı	Chairman
Antonio Belloni	Member
Nicholas Stathopoulos	Member
Stefano Ferraresi	Member
Cedric Brice Dubourdiou	Member
Paolo Federico Ceretti	Member
Evren Rifkı Ünver	Member
Ömer Özgür Tort	Member / General Manager
Warith Mubarak Said Al Kharusi	Member
Pedro Miguel Stemper	Member
Giovanni Maria Cavallini	Member

Auditors

Mustafa Bilgutay Yaşar	Auditor
Yüksel Toparlak	Auditor
Recep Bıyık	Auditor

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 30 June 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 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 T.A.Ş.), the capital of Migros Ticaret A.Ş. (Former Name: Moonlight Perakendecilik ve T.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 Rifki 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 Özaydınlı, 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 B.02.1.SPK.0.13-425/3963, and in accordance with the permission of Ministry of Industry and Commerce dated 26.03.2009 and No. B.14.0.ITG.0.10.00.01.401.01.02-59209-38578 – 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,

- 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 Market s 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 at Harbiye Branch of Yapı Kredi Yatırım Menkul Değerler A.Ş.

SECTION 2: FINANCIAL INFORMATION

Sales

(thousand TL)

	1 January – 30 June 2009	19 March – 30 June 2008
Domestic sales	2,608,650	410,241
Foreign sales	115,779	16,069
	2,724,429	426,310
Other sales	3,610	166
	2,728,039	426,476
Less: Discounts and returns	(52,119)	(5,629)
Sales revenue - net	2,675,920	420,847

The consolidated net sales of our company realized as TL 2,675,920 thousand in the first six months of 2009. The consolidated sales are composed of domestic sales by 95.6%.

Sales By Countries

(thousand TL)

	1 January – 30 June 2009	19 March – 30 June 2008
Turkey	2,557,573	404,707
Kazakhstan	91,313	12,337
Bulgaria	16,621	2,301
Azerbaijan	10,413	1,502
	2,675,920	420,847

The Financial Ratios

The financial resources and the risk management policies

Loans

In the first half of 2009, there was no new loan utilization. As from June 30, 2009, the outstanding loans of the Company stands at TL 59,879 thousand, and out of which, TL 42,895 thousand shall be paid back within the next 12 months.

As stated in the footnote regarding Events After Balance Sheet Date of the Consolidated Financial Statements (Note 22), in accordance with the decision taken during the Board Meeting held on 17 July 2009, Migros signed a supplementary agreement within the context of financing agreement signed between Türkiye Garanti Bankası A.Ş., Türkiye İş Bankası A.Ş., Türkiye Vakıflar Bankası T.A.O. and Akbank T.A.Ş. banks and MH Perakendecilik ve T.A.Ş. and group companies. Subject to the conditions of the signed agreement, loans with a total amount of Euro 1,239,070,000 has been allocated to Migros of which Euro 68,835,000 has a maturity as of May 2015 and the remaining Euro 1,170,235,000 has a maturity as of May 2018. In favour of banks giving the loan, Migros Ticaret shares belonging to MH Perakendecilik have been collateralized in favour of banks giving the loan.

Risk management policies

The company is exposed to various financial risks including fluctuations in foreign exchange rates and interest rates, which arise due to foreign exchange denominated loans utilized by the company. The risk is managed by each subsidiary within the limitations of the framework policies approved by the board of Directors.

The financial borrowing foreign exchange risk is monitored and managed by following the foreign currency position in detail.

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.

Main Ratios Corresponding to Financial Structure, Profitability and Reckoning

	MİGROS TİCARET A.Ş.				MİGROS TÜRK T.A.Ş.		(I-III) Change %
	(I)		(II)		(III)		
IFRS Consolidated Income Statement Summary (Thousand TL)	01 Jan. - 30 June 2009	%	19 Mar. - 30 June 2008	%	01 Jan. - 30 June 2008	%	
Net Sales	2,675,920	100.0	420,847	100.0	2,364,285	100.0	13.2
Cost of sales (-)	-1,990,646	-74.4	-355,354	-84.4	-1,759,157	-74.4	13.2
Gross Profit	685,274	25.6	65,493	15.6	605,128	25.6	13.2
Operating Expenses	-557,650	-20.8	-83,713	-19.9	-477,073	-20.2	16.9
Other Income / (Gains)	1,029	0.0	408	0.1	13,493	0.6	-92.4
Operating Profit	128,653	4.8	-17,812	-4.2	141,548	6.0	-9.1
Financial Income / (Gains)	13,688	0.5	29,474	7.0	7,483	0.3	82.9
Income Before Tax	142,341	5.3	11,662	2.8	149,031	6.3	-4.5
Tax Income / (Expenses)	-29,636	-1.1	-455	-0.1	-22,028	-0.9	34.5
Income For The Period	112,705	4.2	11,207	2.7	127,003	5.4	-11.3
<i>Income For The Period-Minority Interest</i>	1,635	0.1	609	0.1	22	0.0	7,331.8
<i>Income For The Period-Parent Company Shares</i>	111,070	4.2	10,598	2.5	126,981	5.4	-12.5
EBITDA	192,395	7.2	-8,749	-2.1	177,788	7.5	8.2

Note: In order to ensure statistical comparability, Migros Türk T.A.Ş. figures for January 1 - June 30 2008 has been included in the table.

Migros Ticaret A.Ş. IFRS Consolidated Balance Sheet Summary (Thousand TL)	June 09	%	December 08	%	Change %
Current Assets	1,732,738	32.1	1,643,537	31.1	5.4
Non-current Assets	3,664,371	67.9	3,642,695	68.9	0.6
Total Assets	5,397,109	100.0	5,286,232	100.0	2.1
Current Liabilities	1,222,626	22.7	1,193,320	22.6	2.5
Non-current Liabilities	184,208	3.4	202,462	3.8	-9.0
Total Liabilities	1,406,834	26.1	1,395,782	26.4	0.8
Parent Company Shareholders' Equity	3,989,851	73.9	3,860,648	73.0	3.3
Minority Interest	424	0.0	29,802	0.6	-98.6
Shareholders' Equity	3,990,275	73.9	3,890,450	73.6	2.6
Total Liabilities and Shareholders' Equity	5,397,109	100.0	5,286,232	100.0	2.1

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. – 30 June 09	%	19 Mar. – 30 June 09	%	01 Jan. – 30 June 08	%	Change %
Sales	2,675,920	100.0	420,847	100.0	2,364,285	100.0	13.2
Gross Profit	685,274	25.6	65,493	15.6	605,128	25.6	13.2
EBITDA	192,395	7.2	-8,749	-2.1	177,788	7.5	8.2

Turkey (Thousand TL)	01 Jan. – 30 June 09	%	19 Mar. – 30 June 09	%	01 Jan. – 30 June 08	%	Change %
Sales	2,557,573	100.0	404,707	100.0	2,263,882	100.0	13.0
Gross Profit	652,490	25.5	60,982	15.1	577,324	25.5	13.0
EBITDA	179,664	7.0	-10,305	-2.5	167,286	7.4	7.4

Kazakhstan (Thousand TL)	01 Jan. – 30 June 09	%	19 Mar. – 30 June 09	%	01 Jan. – 30 June 08	%	Change %
Sales	91,313	100.0	12,337	100.0	77,289	100.0	18.1
Gross Profit	23,000	25.2	3,203	26.0	19,798	25.6	16.2
EBITDA	7,954	8.7	902	7.3	6,993	9.0	13.7

Bulgaria (Thousand TL)	01 Jan. – 30 June 09	%	19 Mar. – 30 June 09	%	01 Jan. – 30 June 08	%	Change %
Sales	16,621	100.0	2,301	100.0	14,133	100.0	17.6
Gross Profit	6,835	41.1	873	37.9	5,537	39.2	23.4
EBITDA	4,064	24.5	476	20.7	2,491	17.6	63.1

Azerbaijan (Thousand TL)	01 Jan. – 30 June 09	%	19 Mar. – 30 June 09	%	01 Jan. – 30 June 08	%	Change %
Sales	10,413	100.0	1,502	100.0	8,981	100.0	15.9
Gross Profit	2,949	28.3	435	29.0	2,469	27.5	19.4
EBITDA	713	6.8	178	11.9	1,018	11.3	-30.0

Note: In order to ensure statistical comparability, Migros Türk T.A.Ş. figures for January 1 - June 30 2008 has been included in the table.

LIQUIDITY RATIOS	30 June 09	31 December 08
Current Ratio	1.42	1.38
Liquidity Ratio (Acid-Test)	1.01	0.97
Cash Ratio	0.95	0.92
Working Capital (Thousand TL)	510,112	450,217
Cash Conversion Cycle (in days)*	-48.0	-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	30 June 09	31 December 08
Financial Leverage	0.26	0.26
Total Liabilities / Shareholders' Equity	0.35	0.36
Current Liabilities / Total Assets	0.23	0.23
Non-current Liabilities / Total Assets	0.03	0.04
Net Cash Position / Shareholders' Equity	0.27	0.26
Financial Liabilities / Shareholders' Equity	0.02	0.02
Financial Liabilities / Total Assets	0.01	0.02
Total Financial Liabilities (Thousand TL)	59,879	82,002
Interest Coverage Ratio*	103.50	37.74
Net Cash Position (Thousand TL)	1,088,560	995,751
Net Foreign Currency Position (Thousand TL)	232,003	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 (%)	30 June 09	30 June 08
Return On Equity (ROE)	2.8	8.7
Return On Assets (ROA)	2.1	4.8
Gross Profit Margin	25.6	25.6
EBITDA Margin	7.2	7.5
Operating Profit Margin	4.8	6.0
Income Before Tax Margin	5.3	6.3
Net Income Margin	4.2	5.4

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 – June 30 2008

SHARE PERFORMANCE RATIOS	30 June 09	30 June 08	Change %
Market Cap (Thousand TL)	3,115,525	3,596,206	-13.4
Share Price (TL)	17.50	20.20	-13.4
Earnings Per Share (EPS) (Kr)	0.62	0.71	-12.7
Price-earnings Ratio (Annual)	13.8	14.2	-2.4

Note: In order to ensure statistical comparability, Migros Türk T.A.Ş. figures for January 1 - June 30 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 1,356 stores in total at the end of June 30, 2009, of these 106 M, 104 MM, 43 MMM, 777 Şok, 6 5M, 293 Tansaş and 9 Macrocenter stores in seven geographical regions throughout Turkey, as well as 4 Ramstores in Azerbaijan, 11 Ramstores in Kazakhstan, 2 Ramstores in Macedonia and 1 Ramstore in Kyrgyzstan operated through its associates abroad.

During January – June 2009, Migros Ticaret A.Ş. opened 21 Migros, 29 Tansaş, 1 Macrocenter, 143 Şok and 2 Ramstore stores under:

M format; Kurtuluş, Cemalpaşa, Balcalı, Dörtiyol, Yeni Vilayet, Yeni Baraj and Kozan in Adana, Çukurambar in Ankara, Burdur in Burdur, Taşhan, Terminal and Şükriye in Erzurum, Çapa in İstanbul, Çeşmealtı and Çeşme Germiyan Yalısı in İzmir, Anamur Yeşilyurt and Limonlu in Mersin,

MM format; Ertuğrulkent in Bursa, Emek in Gaziantep, Boğazköy Verde Molino AVM in İstanbul, Zonguldak in Zonguldak,

Mini Tansaş format; Reşatbey, Barajyolu and Küçüksaat in Adana, Yeşilyol in Afyon, Avşa in Balıkesir, Küçük Kumla in Bursa, Karataş, Gazikent and Cumhuriyet in Gaziantep, Ethemefendi and Altintepe in İstanbul, Şirinyer Menderes and Bostanlı Park in İzmir, Uray in Mersin,

Midi Tansaş format; Yeni Adana, Yurt, Huzurevleri and Hayalpark in Adana, Gölbaşı in Ankara, 500 Evler in Gaziantep, İskenderun in Hatay, Aşağı Dudullu in İstanbul, Yahyakaptan in Kocaeli, Erdemli in Mersin, Bafra in Samsun,

Maxi Tansaş format; Esentepe in Adana, Mezitli and Tömük in Mersin, Şanlıurfa in Şanlıurfa,

Macrocenter format; City's Nişantaşı in İstanbul,

Şok format;

- In Adana Kurttepe, Belediye Evleri,
- In Adıyaman Besni, Eskisaray,
- In Afyon Sandıklı,
- In Ankara Farabi Güven, Yukarı Bahçelievler, Kızılcahamam, Çubuk, Şereflikoçhisar, Oran, Ayrancı Cadde, Gazi, Elmadağ, Kurtuluş,
- In Antalya Aşağıhisar, Dokuma Tevfik Fikret, Dutlubahçe, Manavgat Kasaplar, Kemer, Alanya Damlatas, Kemer Aslanbucak, Alanya Mehmet Akif Ersoy, Korkuteli Merkez, Kumluca Meydan,
- In Aydın Gazipaşa, Çine, Nazilli, Didim Mavişehir, Davutlar SSK Siteler, Kuşadası Cansever Sahil,
- In Balıkesir İvrindi, Bandırma Kurtuluş, Erdek Ocaklar,
- In Bursa Gemlik Sahil, Dikkaldırım, Orhangazi, Mustafa Kemal Paşa Terminal, Emirsultan, Bademli, Kumla Sahil,
- In Çanakkale Gelibolu,
- In Denizli Acıpayam,
- In Düzce Akçakoca Pazaryolu,
- In Edirne Keşan Erikli, Keşan Yayla,
- In Erzurum Pelit, Yenişehir,
- In Gaziantep Batıkent, Milli Egemenlik,
- In Hatay İskenderun Pınarbaşı, Saray,
- In Isparta İsmetpaşa, Gazi Kemal, Yalvaç Kütüphane,
- 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, Altintepe, Yeşilpınar Cengiz Topel, Tüccarbaşı İstasyon,
- In İzmir Balçova Ata, Atakent, Ayrancılar, Ödemiş, Bostanlı Şehitler, Çamdibi, Bergama Zafer, Buca İşçievleri, Çeşme Germiyan Yalısı, Menemen Kasımpaşa, Karabağlar,
- In Kahramanmaraş Yatılı Bölge, Elbistan Çarşı,
- In Karabük Karabük, İstasyon,
- In Karaman K. Karabekir Paşa,
- In Kırklareli Kırklareli,
- In Kocaeli Değirmendere Yüzbaşılar, Maşukiye, Kerpe, Derbent Kartepe,
- In Konya Akşehir Çarşı,
- In Kütahya Simav,
- In Manisa Lale Meydanı, Turgutlu Çarşı, Ahmetli,
- In Mersin Mut, Mezitli,

- In **Muğla** Dalaman Hürriyet, Marmaris, Fethiye Günlükbaşı, Datça Siteler, Dalyan,
- In **Nevşehir** Avanos, Toki,
- In **Niğde** Merkez,
- In **Ordu** Yeni Mahalle,
- In **Samsun** Terme, 56 Evler, Liman,
- In **Sinop** Sinop,
- In **Şanlıurfa** Birecik,
- In **Tekirdağ** Çorlu Bahçelievler, Yeniçiftlik Sahil, Şarköy Merkez,
- In **Tokat** Merkez, Niksar,
- In **Trabzon** Beşirli,
- In **Yalova** Çınarcık Koru,
- In **Zonguldak** Gökçebey, Karadeniz Ereğli Erdemir,

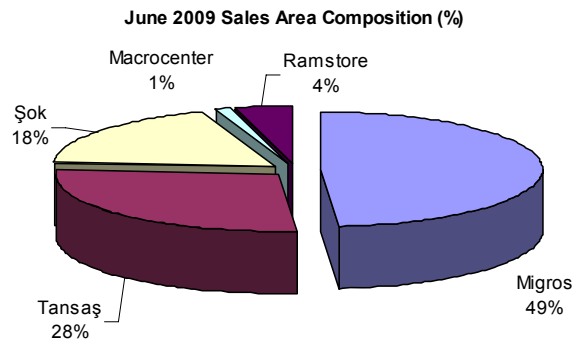
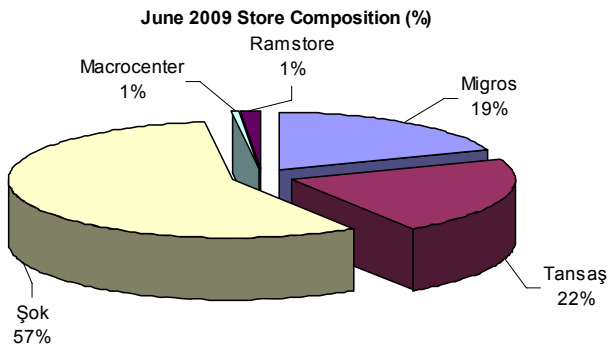
Ramstore format; Suvelan Park in Azerbaijan, Ajar in Kazakhstan,

The company's domestic net sales area has increased by 17.6% compared to the first half of 2008 to 716,733 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 7,241. In the first half of 2009, the number of customers has increased by 14% compared to the same period of the previous year and reached a total number of 158 million. The sales per customer realized TL 16,85.

The sales through Migros Club Card, that continues to be the largest card program of Turkish retail market, reached 79% in January – June 2009.

Number of Stores	June 2008	December 2008	June 2009
Turkey			
5M*	3	6	6
MMM	43	44	43
MM	94	101	104
M	92	93	106
Şok	536	652	777
Mini	128	133	145
Midi	83	86	92
Maxi	48	52	56
Macrocenter	8	8	9
Number of Stores - Domestic	1,035	1,175	1,338
Net Sales Area – Domestic (m²)	609,215	668,609	716,733
International			
Kazakhstan	10	10	11
Azerbaijan	3	3	4
Macedonia	2	2	2
Kyrgyzstan	1	1	1
Number of Stores - International	16	16	18
Net Sales Area – International (m²)	28,956	28,956	31,504
Total number of stores	1,051	1,191	1,356
Total net sales area (m²)	638,171	697,565	748,237

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



SECTION 4: 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. Ömer Özgür Tort and Erkin Yılmaz serve as the members of the Corporate Governance Committee. At the Board of Directors meeting of 22 October 2008, Stefano Ferraresi and Evren Rıfkı Ünver have been elected as the members of the Audit Committee.

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 are considered very important. 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 demands 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.