

MİGROS TİCARET A.Ş.
WORKING PRINCIPLES FOR THE EARLY DETECTION OF RISK COMMITTEE

SCOPE AND OBJECTIVE

The Early Detection of Risk Committee, which was formed under the framework of the Capital Markets legislation and article 378 of the Turkish Commercial Code, is continuing its activities under the auspices of the Board of Directors.

The objective of the Early Detection of Risk Committee is the early detection of risks that could endanger the existence, development and continuity of the Company, the implementation of precautions necessary in relation to the risks that have been identified and the management of risk.

BASIS

This document has been prepared in light of the arrangements, provisions, and principles set forth in the Turkish Commercial Code, Capital Markets Legislation, the Company's Articles of Association and the Capital Markets Board Corporate Governance Principles.

AUTHORITY

The Early Detection of Risk Committee is formed and authorized by the Board of Directors. The Board of Directors determines the scope of the Early Detection of Risk Committee's duties as well as the working principles applicable thereto. The Early Detection of Risk Committee may make use of independent expert opinions on matters it may deem necessary with regards to its activities and the cost of such consultancy service shall be borne by the Company.

The committee acts within the scope of its own authority and responsibility and advises the Board of Directors, but ultimately the responsibility for making decisions lies with the Board of Directors at all times.

ORGANIZATION OF THE COMMITTEE AND MEETINGS

- The Early Detection of Risk Committee is composed of at least 2 members.
- The chairman of the Early Detection of Risk Committee is selected from among the independent members of the Board of Directors.
- If the Early Detection of Risk Committee is composed of 2 members, then both such members and if it is composed of more than 2 members, then a majority of those members must be non-executive members of the Board of Directors.
- The CEO/General Manager may not serve on the Early Detection of Risk Committee.
- The Early Detection of Risk Committee shall be selected every year during the first Board of Directors' meeting held after the Ordinary General Assembly. In case the committee members are not selected, the members of the old committee will continue to serve in that capacity until a new committee is selected to replace them.

- The Board of Directors shall provide the Early Detection of Risk Committee with all of the resources and support it may require to fulfill its duties. The Early Detection of Risk Committee may invite to its meetings and ask for the opinion of any manager it deems necessary.
- The Early Detection of Risk Committee may make use of independent expert opinions on matters it may deem necessary with regard to its activities and the cost of such consultancy service shall be borne by the Company.
- The meeting quorum for the Early Detection of Risk Committee is the presence of one more than half of the total number of members and decisions are taken with the votes of a majority of those present.
- The Early Detection of Risk Committee meets at least once every two months for a total of at least six times each year.
- The Early Detection of Risk Committee shall submit the minutes of the meeting, containing information on its efforts and the results of the meeting, to the Board of Directors.
- The Early Detection of Risk Committee shall, together with its suggestions, promptly notify the Board of Directors in writing of any determinations it has made in relation to its duties and field of responsibility
- The decisions of the Early Detection of Risk Committee are in the nature of advice for the Board of Directors and the deciding authority on such matters is the Board of Directors itself.

DUTIES AND RESPONSIBILITIES:

The duties and responsibilities of the Early Detection of Risk Committee:

- early detection of risks that could endanger the existence, development and continuity of the Company,
- implementation of precautions necessary in relation to the risks that have been identified and engaging in efforts aimed at risk management,
- to review the risk management systems at least once every year,
- to perform any other duties that have been or will be assigned to the committee under Capital Markets Board legislation and the Turkish Commercial Code.

EFFECTIVENESS

The Board of Directors has the power to revise and update the referred working principles as necessary.