

**MİGROS TİCARET A.Ş.**  
**2019 ORDINARY GENERAL ASSEMBLY MEETING AGENDA**

1. Opening the meeting and determining the presiding committee,
2. Reading and deliberating the annual report for 2019,
3. Reading the independent auditor's report concerning the Company's 2019 activities and accounts,
4. Reading, deliberating, and voting on the financial statements for 2019,
5. Individually acquitting each of the members of the Company's board of directors of their fiduciary responsibilities for the Company's activities in 2019,
6. Discussing, approving, amending and approving, or rejecting the Board of Directors' proposal concerning dividend distribution,
7. Election of the independent Board members and other members of the Board of Directors and determination of their terms of office,
8. Determining the fees and any kind of financial benefits including bonus, premium, attendance fee, etc. to be paid to the Board members,
9. Voting on the Board of Directors' selection, of the Company's independent auditors as per the Turkish Commercial Code and the Capital Markets Board regulations,
10. Providing information about the donations and assistance granted by the Company in 2019; determining an upper limit on donations and assistance to be granted in 2020,
11. As required by Capital Markets Board regulations, providing information about collateral, pledges, and mortgages granted by the Company in favor of third parties as well as income and benefits obtained in 2019,
12. Informing the shareholders on the transactions, if any, made in 2019 within the context of Article 1.3.6. in Annex-I of the Corporate Governance Communique (II-17.1) of the Capital Markets Board,
13. Authorizing any shareholders who may be in control of the Company's management, Board of directors and senior managers – as well as their spouses and their relatives, whether by blood or marriage unto the third degree – to engage in business and transactions subject to the provisions of articles 395 and 396 of the Turkish Commercial Code and of Capital Markets Board regulations,
14. Closing.