

## **MİGROS TİCARET A.Ş.**

### **2018 ORDINARY GENERAL ASSEMBLY MEETING AGENDA**

1. Opening the meeting and electing the presiding committee; authorizing the presiding committee to sign the minutes of the annual general assembly meeting,
2. Reading and deliberating the annual report concerning the Company's 2018 activities and accounts,
3. Reading the independent auditor's report concerning the Company's 2018 activities and accounts,
4. Reading, deliberating, and voting on the financial statements for 2018,
5. Individually acquitting each of the members of the Company's board of directors of their fiduciary responsibilities for the Company's activities in 2018,
6. Discussing, approving, amending and approving, or rejecting the Board of Directors' proposal concerning dividend distribution,
7. Election and replacement of the independent Board members and other members of the Board of Directors nominated by the Corporate Governance Committee, and determination of their terms of office,
8. Determining the gross monthly fees and any kind of financial benefits including bonus, premium, attendance fee, etc. to be paid to the Board members,
9. Approval or rejecting of the proposal of the Board of Directors in relation to the amendment of the current content of article 3 titled "Purpose and Scope" of Articles of Association of our Company provided that the necessary permissions of the Capital Markets Board and Republic of Turkey Ministry of Customs and Trade have been received and in the form which received the permission, and authorization of the Company Management to conduct all other transactions related to the amendment of the Articles of Association,
10. Providing information about the socially beneficial donations and assistance granted by the Company to foundations and associations in 2018; determining an upper limit on donations and assistance to be granted in 2019 as required by Capital Markets Board regulations and the Company's Articles of Association,
11. Voting on the Board of Directors' selection, upon the recommendation of the Audit Committee, of the Company's independent auditors as required by Communiqué on capital market independent auditing standards published by the Capital Markets Board and by the Turkish Commercial Code,
12. As required by Capital Markets Board regulations, providing information about collateral, pledges, and mortgages granted by the Company in favor of third parties in 2018,
13. Providing information about the utilization of separation fund for Kipa shareholders in 2018 in related to the merger of Migros Ticaret A.Ş. and Kipa Ticaret A.Ş.,
14. 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; providing shareholders information about such transactions made by these aforementioned persons and related parties in 2018,