



Corporate Governance and Credit Rating Services, Inc.

Corporate Governance Rating Report

MiGROS

28 December 2018

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Rating and Executive Summary

Migros Ticaret A.Ş. (MGROS)

 **SAHA**
Corporate Governance Rating:

9.58



MAIN SECTIONS: Avg. 95.81

Shareholders: 95.67



Public Disclosure & Transparency: 98.01



Stakeholders: 99.51



Board of Directors: 92.75



0 10 20 30 40 50 60 70 80 90 100

EXECUTIVE SUMMARY

This report on rating of Migros Ticaret A.Ş.'s ("MIGROS") compliance with Corporate Governance Principles is prepared upon conclusions following detailed analysis of the Company. Our rating methodology (page 5) is based on the Capital Markets Board's (CMB) "Corporate Governance Principles".

Migros's previous Corporate Governance Rating of 9.577 dated December 29, 2017, is hereby revised up to **9.581**. The Company's corporate governance rating has shaped up as above in consideration with the importance given by Migros to corporate governance principles, its willingness to carry out the compliance process continuously and dynamically and improvements which had been initiated in this direction.

Furthermore, SAHA publishes (annually) the World Corporate Governance Index (WCGI) which ranks countries in terms of their level of compliance with corporate governance principles as well as their germane institutions, rules, codes, and regulations together with international standards and indices which evaluate countries in a vast array of areas such as transparency, corruption, ease of doing business, etc.. Migros is analyzed as a Turkish company and Turkey takes place at the top classification of the WCGI which is Group 1. Details of the World Corporate Governance Index (WCGI) published by SAHA on September 3, 2018 can be accessed at <http://www.saharating.com>.

Migros is rated with **9.57** under the **Shareholders** heading. Exercise of shareholders' rights complies with the legislation, articles of association and other internal rules and regulations, and measures have been taken to ensure the exercise of these rights. Company carries out the investor relations obligations via the "Investor Relations Department". All procedures prior to the general shareholders' meeting as well as the conduct of the meeting comply with the legislation, rules and regulations. Migros has established a policy on donations and grants, and disclosed it to the public on its web site. There is no upper limit or privileges on voting rights. There is a consistent, publicly disclosed dividend policy and there are no restrictions on transfer of shares. On the other hand, the rate of minority rights in the Company's articles of association is adopted as prescribed for public joint stock companies (%5).

Migros attained **9.80** under the **Public Disclosure and Transparency** chapter. There is a comprehensive web site which includes all information listed in the Corporate Governance Principles pertinent to "Public Disclosure". Public announcements are made via all communications channels and are in accordance with the CMB and Borsa Istanbul (BIST) rules and regulations. The annual report is also comprehensive and informative. Shareholding structure of Migros and the names of ultimate controlling individual shareholders as identified after being released from indirect or cross shareholding relationships between co-owners are disclosed to the public. Benefits provided to board members and senior management is mentioned collectively in the annual report, but a list on individual basis is essential as per the Principles.

On the topic of **Stakeholders**, Migros scored **9.95**. The Company guarantees the rights of stakeholders in line with the legislation and mutual agreements, and in case of violation, enables an effective and speedy compensation. A written compensation policy for the employees is established and disclosed to public on the corporate web site. The Company has an efficient and comprehensive human resources policy. Certain models and mechanisms are developed to support the participation of stakeholders in management. Code of ethics is publicly available on the corporate web site. Various social responsibility projects have been implemented. There is no lawsuit filed against the Company due to any damage to the environment.

From the perspective of the principles regarding the **Board of Directors**, Migros's tally is **9.28**. There is a well communicated Company mission and vision, and the board fulfills all duties regarding Company needs. Chairman of the board and the general manager (CEO) is not the same person. The board consists of twelve members of which four are independent. Each board member is entitled to a single vote. CMB criteria are complied with for the appointment of independent members who have each signed a declaration of independence. There are no female members on the board of directors. Migros has not established a policy nor set a timetable to reach a minimum 25% female board membership rate. Corporate Governance, Audit, and Early Detection of Risk Committees are established within the board and their working principles are disclosed to the public. Our observations will continue in order to have a more precise view of the activities and the degree of functionality of the Committees. Principles of remuneration of board members and senior executives are available on the Company's web site. Losses that may be incurred by the Company as a result of not performing the executives' duties duly are insured and disclosed on the PDP. Remuneration of board members and executives with administrative responsibility as well as benefits provided are mentioned collectively in the annual report. Principles dictate reporting on an individual basis.

Rating Methodology

SAHA's methodology for rating the degree of compliance with the Principles of Corporate Governance is based upon the CMB's "Corporate Governance Principles" released on January 2014.

The CMB based these principles on the leading work of The World Bank, The Organization of Economic Cooperation and Development (OECD), and the Global Corporate Governance Forum (GCGF) which has been established in cooperation with the representatives of the preceding two organizations and private sector. Experts and representatives from the CMB, Borsa Istanbul and the Turkish Corporate Governance Forum have participated in the committee that was established by the CMB for this purpose. Additionally; many qualified academicians, private sector representatives as well as various professional organizations and NGOs have stated their views and opinions, which were added to the Principles after taking into account country specific issues. Accordingly, these Principles have been established as a product of contributions from all high-level bodies.

Certain applications of the Principles are based on "comply or explain" approach and others are mandatory. However, the explanation concerning the implementation status of the Principles, if not detailed reasoning thereof, conflicts arising from inadequate implementation of these Principles, and explanation on whether there is a plan for change in the Company's governance practices in future should be mentioned in the annual report and disclosed to public.

The Principles consist of four main sections: shareholders, public disclosure and transparency, stakeholders, and the board of directors.

Based on these Principles, the SAHA Corporate Governance Rating methodology features around 330 sub-criteria. During the rating process, each criterion is evaluated on the basis of information provided by the Company officials and disclosed publicly. Some of these criteria can be evaluated by a simple YES/NO answer; others require more detailed analysis and examination.


SAHA assigns ratings between 1 (weakest) and 10 (strongest). In order to obtain a rating of 10, a company should be in full and perfect compliance with the Principles (see Rating Definitions, p.24).

To determine the total rating score for each main section parallel to the CMB's Corporate Governance Principles, SAHA allocates the following weights:

Shareholders: **25%**
Public Disclosure and Transparency: **25%**
Stakeholders: **15%**
Board of Directors: **35%**

To determine the final overall rating, SAHA utilizes its proprietary methodology which consists of sub-section weightings and weightings for the criteria there under. A separate rating is assigned to each one of the main sections as well.

Company Overview

MİGROS Ticaret A.Ş.	
	Chairman of the Board Tuncay Özilhan General Manager (CEO) Ömer Özgür Tort
Atatürk Mah., Turgut Özal Bulvarı No:7 34758 Ataşehir, İstanbul	Investor Relations Group Manager Affan Nomak Tel: (0216) 579 30 00 malimigros@migros.com.tr

Migros Türk T.A.Ş. was established in 1954 at İstanbul as a joint venture of the Swiss-based Migros Cooperatives Society and the İstanbul municipality. Company shares were transferred to Moonlight Perakendecilik ve Ticaret A.Ş. on May 30, 2008. As a result of the merger of Migros Türk T.A.Ş. and Moonlight Perakendecilik ve Ticaret A.Ş. on April 30, 2009, the Company's title was changed to Migros Ticaret A.Ş. The Company operates in the Turkish organized retailing sector.

The primary activity of Migros within the Group is food and beverages and fast moving consumer goods. These activities are carried out through Migros, 5M, Migros Jet and Macrocenter stores, shopping malls, via Ramstores abroad, and the internet. The Company also rents space to other commercial entities in shopping centers. As of December 31, 2017, the Group occupied a retail store area of 1,406,344 m² and a wholesale area of 10,011 m² which totals up to 1,416,355 m² (Dec. 31, 2016: 1,078,761 m²). The Company operates in a total of 1,897 (Dec. 31, 2016: 1,605) stores, including 1,880 retail and 17 wholesale stores. The total average number of employees jumped from 21,438 on December 31, 2016 to 26,779 as of the end of 2017. Retail is the main business segment of the Group and accounts for approximately 97% of gross sales (Dec. 31, 2016: 97%).

The Company shares are traded under "MGROS" ticker at BIST Stars Market and MIGROS is a constituent of BIST CORPORATE GOVERNANCE / BIST SUSTAINABILITY / BIST ALL SHARES / BIST 100-30 / BIST WHOLESALE AND RETAIL TRADE / BIST SERVICES / BIST 50 / BIST STARS and BIST 100 indices.

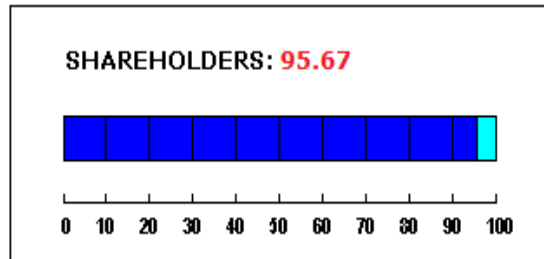
Migros's latest capital structure is as follows:

Capital Structure		
Shareholder	Share Value (TL)	Share %
MH Perakendecilik ve Ticaret A.Ş.	89,046,058	49.18
Kenan Investment S.A.	26,937,336	14.88
Moonlight Capital S.A.	14,371,000	7.94
Other	50,699,839	28.00
TOTAL	181,054,233	100.00

The division of tasks on the board of directors of Migros is as follows:

MİGROS Board of Directors	
Name	Title
Tuncay Özilhan	Chairman of the Board
Nikolaos Stathopoulos	Vice-chairman
Salih Metin Ecevit	Board Member
Talip Altuğ Aksoy	Board Member Early Detection of Risk Committee Member
Kamilhan Süleyman Yazıcı	Board Member Corporate Governance Committee Member
Stefano Ferraresi	Board Member
Salim Abdullah Khalfan Al Mamari	Board Member
Ömer Özgür Tort	Board Member General Manager
İzzet Karaca	Independent Board Member Audit Committee Chairman
Hüseyin Faik Açıkalın	Independent Board Member Corporate Governance Committee Chairman Early Detection of Risk Committee Member
Şevki Acuner	Independent Board Member Audit Committee Member
Tom Heidman	Independent Board Member Early Detection of Risk Committee Chairman

SECTION 1: SHAREHOLDERS



SYNOPSIS

+	Equal treatment of shareholders
+	Unrestricted shareholder rights to review and receive information
+	Voting rights are facilitated
+	No voting privileges
+	General shareholders' meetings are conducted in compliance with the legislation
+	No restrictions on transfer of shares
+	Policy on donations and grants approved at the general shareholders' meeting and disclosed to the public
+	Specific and consistent dividend distribution policy
=	Minority rights not recognized for shareholders who possess an amount less than one-twentieth of the share capital

1.1. Facilitating the Exercise of Shareholders' Statutory Rights:

The Investor Relations Department of Migros is set up under the responsibility of the Assistant General Manager for Financial Affairs. The Department is managed by the Investor Relations Group Manager, Dr. Affan Nomak. The Department manager also serves in the Corporate Governance Committee and holds Capital Market Activities Advance Level

and Corporate Governance Rating Specialist licenses.

The Investor Relations Department plays an active role in protecting and facilitating shareholders' rights and in particular the right to obtain and review information. The Department fulfills the following duties:

- Ensure that the records relating to the written correspondence with the investors and other information are kept in a healthy, safe and updated manner.
- Respond to the queries of the shareholders requesting written information on the Company.
- Ensure that the general shareholders' meeting is held in compliance with the applicable legislation, articles of association and other Company by-laws.
- Prepare the documents that might be used by shareholders in the general shareholders' meeting.
- Supervise the fulfillment of the obligations arising from capital markets legislation including all corporate governance and public disclosure matters.

More than 250 shareholders who applied to the Investor Relations Department to be informed on different issues were informed within the framework of the Corporate Governance Principles Compliance.

The activities of the Company in 2017 are itemized below.

- Teleconferences held during the year: 4

- Number of presentations on financial results: 4
- Financial press releases concerning financial results: 4
- Material event disclosures sent to the PDP: 72
- Board of Directors resolutions passed: 27
- Number of domestic/international conferences and roadshows attended: 15
- Analysts and fund managers met with during the year: 240

Information and explanations that may affect use of shareholders' rights are available and up to date on the corporate investor relations web site.

1.2. Shareholders' Right to Obtain and Evaluate Information:

There is no evidence of any hindering process or application regarding the appointment of a special auditor at the request of shareholders and no such demand was received within the reporting period.

All kinds of information about the Company required by the legislation are provided in a complete, timely, honest, and diligent manner and there is no fine or warning received in this regard.

The Company has constituted a disclosure policy, submitted it to the general shareholders' meeting and disclosed to public on the corporate web site.

1.3 Minority Rights:

Maximum care is given to the exercise of minority rights. However, minority rights are not recognized for shareholders who hold an amount less than one-twentieth of the share capital and the Company has adopted exactly the rate foreseen in the legislation for listed companies.

There is no evidence of any conflict of interest between the majority shareholders and that of the Company.

1.4. General Shareholders' Meeting:

In addition to the methods of invitation in the legislation and in order to ensure attendance of maximum number of shareholders, the invitation to the ordinary general shareholders' meeting held on May 15, 2018 is performed through all means of communication available to the Company on April 6, 2018 in accordance with the Corporate Governance Principles.

All announcements prior to the general shareholders' meeting included information such as the date and time of the meeting; without any ambiguity exact location of the meeting; agenda items of the meeting; the body inviting to the general shareholders' meeting; and the exact location where annual report, financial statements and other meeting documents can be examined. A descriptive disclosure document on agenda items has been prepared.

Commencing from the date of announcement of invitation for the general shareholders' meeting; the annual report, financial statements and reports, and all other related documents pertaining to the agenda items along with the dividend distribution proposition are made available to all shareholders for examination purposes in convenient locations including the headquarters of the Company, and the electronic media.

Shareholders are informed of the following issues prior to the general shareholders' meeting via the corporate web site:

- a. The total number of shares and voting rights reflecting the Company's shareholding structure as of the date of disclosure, that there are no privileged share groups within the Company capital.
- b. Information on changes in management and activities of the Company and its subsidiaries in the previous fiscal year, or planned for the upcoming fiscal period which can significantly affect the Company operations.
- c. Grounds for dismissal and replacement of board members, candidates' backgrounds and tasks carried out in the last decade, the nature and significance level of their relationship with the Company and its related parties, whether they are independent or not, and information on similar issues.

Agenda items were put under a separate heading and expressed clearly in a manner not to result in any misinterpretations. Expressions like "other" and "various" were not used. Information submitted to the shareholders prior to the conduct of the general shareholders' meeting was related to the agenda items.

Items on the agenda were conveyed in detail and in a clear and understandable way by the chairman of the meeting and shareholders were given equal opportunity to voice their opinions and ask questions. All the questions asked during the general shareholders' meeting and the answers to these questions were announced to the public on the Company's web site within 30 days following the date of the meeting.

The members of the board of directors related with those issues of a special nature on the agenda, other related persons, authorized persons who are responsible for preparing the financial

statements and representatives of the external audit firm were present to give necessary information and to answer questions at the general shareholders' meeting.

There were no agenda items submitted for approval due to a lack of consent of the majority of independent board members.

The Company has established a policy on donations and grants and submitted it to the general shareholders' meeting for approval. Shareholders are informed, with a separate agenda item, of amount and beneficiaries on all donations and grants effectuated during the reporting period.

Stakeholders and media are allowed to attend the general shareholders' meetings with no voting rights, but no such clause is included in the articles of association.

1.5. Voting Rights:

There are no voting privileges at Migros and all shareholders, including those who reside abroad, are given the opportunity to exercise their voting rights conveniently and appropriately.

1.6. Dividend Rights:

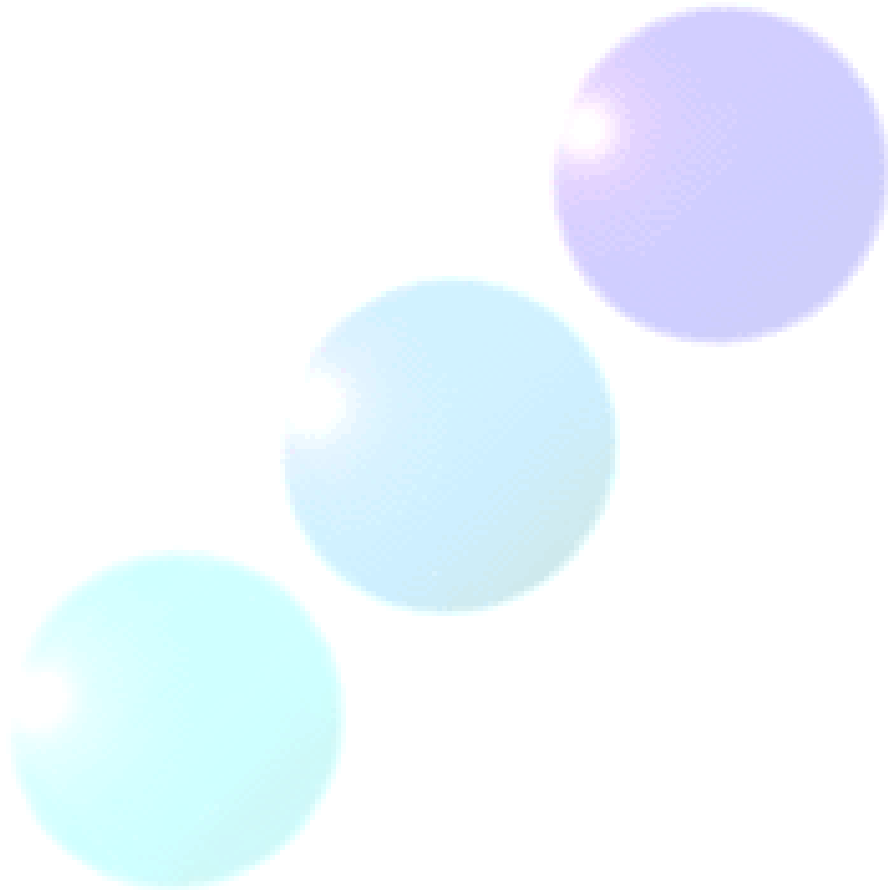
The dividend policy of the Company is clearly defined and disclosed to public on the corporate web site. It is submitted to the shareholders at the general shareholders' meeting and is incorporated in the annual report.

The dividend distribution policy of Migros contains minimum information clear enough for investors to predict any future dividend distribution procedures and principles. A balanced policy is followed between the interests of the shareholders and those of the Company. The dividend distribution proposal contained all

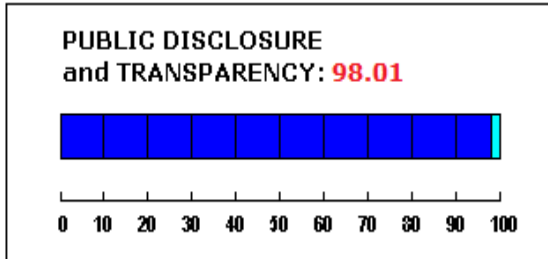
necessary information. A provision on advance dividend payments is included in the articles of association.

1.7. Transfer of Shares:

Neither the articles of association nor any decisions adopted at the general shareholders' meeting contain any provisions that impede the transfer of shares.



SECTION 2: PUBLIC DISCLOSURE AND TRANSPARENCY



SYNOPSIS

+	Comprehensive Disclosure Policy, disclosed to public on the corporate web site
+	Comprehensive web site, actively used for public disclosure
+	Annual report complies with the legislation, comprehensive and informative
+	Important events and developments disclosed in accordance with the legislation
+	Ultimate controlling shareholders with a share higher than 5% are publicly disclosed
+	English version of the web site for international investors
+	Remuneration policy established and disclosed to public on the corporate web site
+	Dividend distribution policy disclosed to public via corporate web site
=	Benefits provided to board members and senior executives are not mentioned on individual basis in the annual report

2.1. Corporate Web Site:

Company's web site is actively used for disclosure purposes and the information contained therein is timely updated.

Along with the information required to be disclosed pursuant to the

legislation, the corporate web site includes; trade register information, information about latest shareholder and management structure, the date and the number of the trade registry gazette on which the changes are published along with the final version of the Company's articles of association, publicly disclosed material information, periodical financial statements, annual reports, prospectuses and circulars and other public disclosure documents, agendas of the general shareholders' meetings and list of participants and minutes of the general shareholders' meeting, form for proxy voting at the general shareholders' meeting, disclosure policy, dividend distribution policy, ethical rules of the Company, frequently asked questions, and responses thereof.

In this context, information on at least the last five years can be reached on the web site.

The Company's shareholding structure; the names, amount and rate of the shares held by the Company's ultimate controlling individual shareholders over 5% as identified after being released from indirect or cross shareholding relationships between co-owners is disclosed to the public through the corporate web site.

The information contained on the web site exists also in English for the benefit of international investors and is identical to the Turkish content.

The Company's web site also includes; investor presentations, the donation policy, working principles of the Committees, important board decisions under the heading of material disclosures, the

vision/mission of the Company established by the board, information on dividend payments and capital increases for the last 5 years, news, general shareholders' meeting internal guidelines, social responsibility activities, the sustainability report, information on senior management, financial data, main ratio analyses, corporate web site disclaimer, terms of use and privacy policy, timetable on events and developments which may interest investors, and the human resources policy.

2.2. Annual Report:

Annual Report is prepared in detail by the board of directors to provide public access to complete and accurate information on the Company and covers information such as;

- a. Period covered by the Report, the title of the Company, contact information,
- b. The names of the chairman and members served on the board and the Committees during the covered period,
- c. The sectors in which the Company operates and information on its position in these sectors,
- d. Qualifications of the Company's units, general explanations related to their activities and performances, and yearly developments,
- e. Progress on investments, the eligibility status on incentives,
- f. Changes and justifications on the articles of association within the reporting period,
- g. Corporate Governance Principles Compliance Report,
- h. Information on related party transactions,
- i. Other issues not included in the financial statements, but are beneficial for users,
- j. Company's organization, capital and ownership structure,

- k. Benefits provided to staff and workers, information on number of personnel,
- l. The dividend distribution policy,
- m. Explanations on privileged shares,
- n. Basic ratios on the financial position, profitability and solvency,
- o. Company's financing resources and risk management policies,
- p. Information on major events occurred between the closing of the accounting period and the date of the general shareholders' meeting where financial statements are evaluated.

In addition to the content specified in the legislation, the following also took place in the Annual Report:

- a. External duties of board members and executives,
- b. Declaration of independence of the related board members,
- c. Members of the Committees within the board,
- d. The number of board meetings held during the year and participation status of the members,
- e. Major law suits filed against the Company and possible consequences,
- f. Information on the fact that there is no cross shareholding in excess of 5% of the capital,
- g. Benefits and vocational training of employees, and other Company activities that give rise to social and environmental results,
- h. Application status of the corporate governance principles as required by the CMB communiqué and justifications on any non-compliance.

On the other hand, benefits provided to board members and senior executives are mentioned collectively, but best application of Corporate Governance Principles dictate that this information is given on an individual basis.

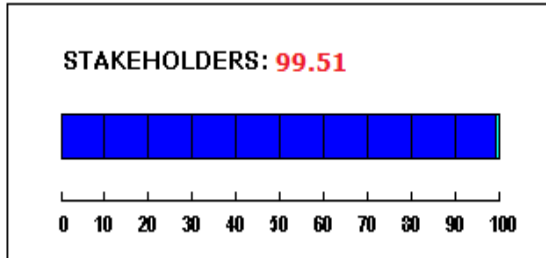
2.3. External Audit:

The external audit of Migros is conducted by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.

There has not been a situation during the reporting period where the external auditor avoided to express its opinion and not signed the audit report, nor has reported a qualified opinion. It has been declared that there has been no legal conflict between the Company and the external audit firm.

Independent audit firm and their audit staff did not provide consulting services for a price or free of charge during the audit period. No consulting company in which the external audit firm is in a dominant position either directly or indirectly in management or capital provided any consulting services during the same period.

SECTION 3: STAKEHOLDERS



SYNOPSIS

+	Measures to safeguard stakeholders' rights are facilitated
+	Efficient Human Resources policy
+	Stakeholders' views are taken on important decisions
+	Code of ethics disclosed to the public
+	Company is socially and environmentally sensitive and respectful
+	Existence of a trade union
+	Social responsibility projects implemented
+	There are written regulations regarding the participation of stakeholders in management
+	A written employee compensation policy is established and disclosed to the public on the web site

3.1. Company Policy Regarding Stakeholders:

Migros recognizes the rights of stakeholders established by law or through any other mutual agreement. In case the rights of the stakeholders are not regulated by the relevant legislation and protected by contracts, the Company protects the interest of stakeholders under good faith principles and within the capabilities of the Company. Effective and

expeditious compensation is provided in case of violation of the rights.

The corporate web site of the Company is also actively used to provide adequate information on policies and procedures towards the protection of stakeholders' rights.

The corporate governance implementation of the Company ensures that its stakeholders, including its employees and representatives, report their concerns regarding any illegal or unethical transactions to the management.

Employees can convey any transaction that contradicts with the legislation and is ethically inappropriate to the Committee Responsible of Audit and to the Audit Unit. Stakeholders are provided with clear and explicit information about the Corporate Governance Committee, the Audit Committee, and the members of both so that they may contact these committees directly in order to report any violations of laws and regulations by the Company and any involvement by the Company in dealings that may be unethical.

In addition, there is a written compensation policy for employees.

3.2. Stakeholders' Participation in the Company Management:

Although there is no formal model established for direct participation of stakeholders other than employees in management, keeping all lines of communication open and eliminating all possible encumbrances are fundamental principles embraced to allow participation of the Company employees in management.

The Company maintains constant communication with employees, pays due regard to their needs, and creates various platforms and mechanisms by which employees can convey their opinions and comments.

Internal meetings are held, which are attended by the employees when necessary. These meetings play a significant role in the decision-making process of senior management. Expectations and demands from all stakeholders involved with the Company are addressed on the basis of code of ethics and resolved through mutual communication.

In addition, the aforementioned model is documented in the internal regulations as guidelines on supporting the participation of stakeholders in the Company management.

3.3. Company Policy on Human Resources:

The Company has a documented human resources policy.

Recruitment and career planning are conducted on the basis of equality and transparency is ensured. The criteria for hiring employees are documented in writing and the Company complies with these criteria. All employees are treated with fairness and equality in terms of the benefits provided to them; training programs are provided to enhance employee knowledge, skills and conduct; and training policies are formulated.

Informative meetings are organized for employees about the Company's financial position as well as compensation, career, training and health related issues where opinions are exchanged.

Recruitment activities are carried out within the scope of Recruitment Charter. Competencies required for

each position are determined within the scope of the project conducted together with a human resources consulting firm and are used in all recruitment activities. Job descriptions are defined for all positions and their revisions are realized at regular intervals.

Job descriptions and distribution of tasks as well as performance and rewarding criteria are announced to the employees. Productivity is a major criterion in determining the salary and other benefits provided.

Coordination meetings are organized on a regular basis with the participation of senior management to share information on issues such as financial position of the Company, remuneration, career, training and health. Following the meetings, senior managers inform their respective Groups on related issues on a regular basis.

Migros Retailing Academy (MRA), a program conducted to contribute towards employees' development and to raise qualified labor force, seeks to develop human resources in line with the Company's corporate priorities and with individual and sectoral needs so as to achieve the Company's strategic objectives. MRA designs the most effective models, methods, and tools for use in Migros employees' career development.

A Collective Bargaining Agreement covering the period between May 1st 2017 and December 31st of 2019 is signed with the Tez-Koop-İş Union (Turkish Trade, Cooperatives, Education, Office and Fine Arts Workers Union).

3.4. Relations with Customers and Suppliers:

Migros has taken all necessary precautions to attain customer

satisfaction in the sales and market of its products and services.

Correct and complete information is provided to customers in marketing and sale of the Company services. Care is taken for all related documents, printed and visual materials to reflect all features of the product to achieve customer satisfaction. Appointment of competent and relevant staff is secured to provide contact with customers for all matters during pre-sale, sale and after sale stages.

The Company complies with quality standards of products and services and strives to maintain these standards.

Care is taken on the confidentiality of information about customers and suppliers within the framework of protection of trade secrets.

3.5. Ethical Rules & Social Responsibility:

The ethical rules of Migros is publicly disclosed on the corporate web site.

The Company expends maximum effort to be sensitive to its social responsibilities in its operations. It complies with all regulations regarding the environment, consumers and public health, as well as ethical rules, and directs and supports its subsidiaries to behave in the same manner.

Informing its operations with an awareness of its responsibilities towards people, the environment, and future generations, Migros marshals both its own corporate resources and the voluntary efforts of its employees in order to undertake many different projects in areas in which it perceives there to be social benefit.

As of 2017, Migros began sending fruits and vegetables that do not meet

the sales criteria but maintain their nutritional value to food banks and other charitable outlets on a daily basis. 58 tons of food donated in this context in 2017, were enough to provide 138,095 meals to needy individuals.

Since 2014 Migros has been conducting its "Leftover Food For Our Four-Legged Friends" project to feed wildlife, stray animals, and animals kept in shelters. The aim of this project is to keep from throwing away food products that are still consumable simply because the products have approached their expiration date. In 2017, 281 tons of food was donated to charitable organizations within the scope of the project.

Migros has launched the "No-Handicap Store" project in order to consolidate all of the special services which its stores provide to make shopping easier for handicapped and elderly customers. After undergoing pilot trials in 2016, the full-fledged project was introduced at 48 Migros and Macrocenter stores in 12 provinces in 2017. Migros and Macrocenter stores which have adopted the "No-Handicap" concept have at least one employee on duty trained in sign language in order to help hearing impaired customers and carrying a distinctive badge.

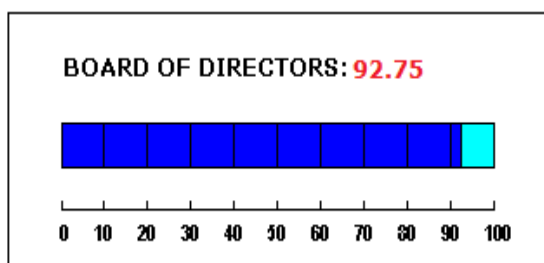
3.6. Sustainability:

Migros regards sustainability as a concept that must serve as a guide in the conduct of all of its activities and operations. The Migros Sustainability Committee, on which all Company functions are represented, is responsible for debating and assessing ways in which the sustainability both of existing activities and of newly-considered ones can be improved and for formulating a consensus-based roadmap for them.

Migros is also a member of the Consumer Goods Forum (CGF), a worldwide umbrella organization of the world's leading retailers and manufacturers that provides the consumer goods industry with guidance on ways to conduct its activities more sustainably. Represented on the CGF Board of Directors by one of its general managers, Migros has committed itself to making improvements in the four areas that are the organization's primary focus: Sustainability, Health & Wellness, Product Safety, and End-to-End Value Chain & Standards.

In 2017 Migros issued its first sustainability report conforming to internationally recognized Global Reporting Initiative (GRI) standards and published it on its migroskurumsal.com web site. Four years ago the Company became the first—and is still the only—food retailer in Turkey whose efforts on behalf of sustainability qualified its publicly-traded shares for inclusion in the BIST Sustainability Index. The shares have remained there ever since. The plan that Migros regularly submits to the Carbon Disclosure Project (CDP) to combat climate change made it the recipient of a "CDP Turkey Climate Leaders" award for the second time. Company shares have regularly been included in the FTSE4Good Emerging Markets Index with six-month intervals since the beginning of 2017.

SECTION 4: BOARD OF DIRECTORS



SYNOPSIS

+	Vision, mission and strategic goals are defined
+	12 board members, including 4 independent
+	Audit, Corporate Governance and Early Detection of Risk Committees are established and functional
+	Principles of remuneration of board members and senior executives are established and disclosed to the public
+	Chairman of the board and the general manager are not the same person
+	Each member has a right to a single vote
+	Any potential losses incurred by the Company and third parties as a result of misconduct by the members of the board are insured with an amount exceeding 25% of the Company's capital, and disclosed on PDP
-	No female members on the board
-	No established policy for a minimum of 25% female board membership rate
-	Remuneration and benefits provided to board members and to managers with administrative responsibility is not explained on individual basis

4.1. Functions of the Board of Directors:

Strategic decisions of the board of directors aim to manage the Company's risk, growth, and return balance at an appropriate level and conduct a rational and cautious risk management approach with a view to the long-term interests of Migros. The board administers and represents the Company within these parameters.

The board of directors has defined the Company's strategic goals and identified the needs in human and financial resources, and controls management's performance. The board also oversees that Company activities are managed in compliance with the legislation, articles of association, internal procedures and established policies.

4.2. Principles of Activity of the Board of Directors:

Board of directors performs its activities in a transparent, accountable, fair and responsible manner.

Distribution of tasks between the members of the board of directors is explained in the annual report. The board of directors established internal control systems which are inclusive of risk management, information systems, and processes by also taking into consideration the views of the Committees. In this context, the board reviews the effectiveness of risk management and internal control systems at least once a year.

The presence, functioning, and effectiveness of internal controls and internal audit are explained in the

annual report. Chairman of the board and general manager's executive powers are separated and this separation is documented in the articles of association. There is no individual in the Company who has unlimited authority to take decisions on his/her own.

The board of directors plays a leading role in maintaining effective communication between the Company and the shareholders and settling any disputes which may arise and works in close coordination with the Corporate Governance Committee and "Investor Relations Department".

Defects and damages that may be caused by the board members during the execution of their duties have been insured and this matter is disclosed on the Public Disclosure Platform.

4.3. Structure of the Board of Directors:

Migros's board of directors is composed of twelve members with one executive member. There are four independent members who have the ability to execute their duties without being influenced under any circumstances.

No upper limit for the number of independent board members is mentioned in the articles of association. Tenure of office for independent members is designated as maximum three years.

The Corporate Governance Committee have prepared a report on the candidates proposed by the board and shareholders, by taking into consideration of whether or not the candidate meets the independency criteria, and submitted this assessment as a report to the board for its approval. CMB criteria are complied with in determining independent candidates. Independent

candidates for the board of directors have each signed a declaration of independence within the framework of the legislation, articles of association, and the CMB criteria.

There are no female members on the board. The Company has not prepared a policy for a minimum 25% female board membership rate.

4.4. Conduct of the Meetings of the Board of Directors:

Board meetings take place with sufficient frequency. It has been declared that 27 resolutions were passed during the last fiscal year. All members allocate sufficient time for all of the Company's business and show care to participate in each meeting.

Chairman of the board of directors sets the agenda for board meetings in consultation with other members and the general manager. Information on the agenda items of the board of directors is made available to the members in sufficient time prior to the meeting date.

Each board member is entitled to a single vote.

The conduct of the board of directors meetings is documented in internal regulations and meeting and decision quorums have been included in the articles of association of the Company.

There are no certain rules or limitations for board members taking on additional duties as executives and/or board members, advisors outside the Company.

Shareholders are informed of external duties of the board members through the annual report and the Corporate Governance Compliance Report

4.5. Committees Established Within the Board of Directors:

Corporate Governance, Audit and Early Detection of Risk Committees are established from within the board of directors in order to fulfill its duties and responsibilities duly.

Functions of the Committees, their working principles, and members are designated by the board of directors and disclosed to public on the corporate web site.

All members of the Audit Committee are elected among the independent board members. Also the chairmen of the Corporate Governance and Early Detection of Risk Committees are elected among the independent board members. The Corporate Governance Committee is composed of four, Early Detection of Risk Committee of three and the Audit Committee of two members. The general manager is not on the committees.

All necessary resources and support needed to fulfill the tasks of the Committees are provided by the board of directors. Committees can invite any manager as they deem necessary to their meetings and obtain their views.

The frequency of Committee meetings is sufficient, all activities are documented and records are kept. Reports containing information about the activities and the resolutions of the meetings are submitted to the board of directors.

Audit Committee supervises the operation and efficiency of the Company's accounting system, public disclosure, external audit and internal audit systems, reviews complaints that are received by the Company regarding Company accounting, internal and external independent audit systems, within the framework of

the principle of confidentiality and finalizes them, notifies the board in writing on findings related to their duties and responsibilities and the related assessment and recommendations, following taking the opinion of responsible managers of the Company and the external auditor notifies the board in writing on whether the annual and interim statements disclosed to the public is in accordance with the Company's accounting principles, true and accurate. The Committee has convened five times during the course of reporting period.

Audit Committee members possess the qualifications listed in the Corporate Governance Principles communiqué.

The annual report contains information on activities and meeting resolutions of the Audit Committee and that it has submitted reports covering findings and assessments to the board of directors in the reporting period.

The nomination and election process of the external audit firm, taking into account its competence and independence, starts with a proposal from the Audit Committee to the board and ends with the board's choice being presented and approved at the general shareholders' meeting.

The Corporate Governance Committee is established in order to determine whether or not the corporate governance principles are being fully implemented by the Company, if implementation of some of the principles are not possible, the reason thereof, and assess any conflict of interests arising as a result of lack of implementation of these principles, and present remedial advices to the board of directors. In addition, it oversees the work of the "Investor Relations Department". Manager of this Department also serves on the Corporate Governance Committee.

Since the Nomination and Remuneration Committees are not established, its duties are carried out by the Corporate Governance Committee. The proposals for independent board membership candidacy are evaluated by the Corporate Governance Committee taking into consideration whether the candidates possess the criteria for independence under the applicable legislation and these assessments are documented.

The Corporate Governance Committee is responsible for creating a transparent system capable of identifying, vetting, and training suitable candidates to fill seats on the board of directors and to undertake management positions that have administrative responsibilities and to develop policies and strategies for dealing with such issues. The Committee also makes regular assessments of the structure and efficiency of the board of directors and submits to the board its recommendations for possible changes in such matters.

Revising, changing and re-evaluation of principles, as well as criteria and applications on remuneration, and submission of the views to the board in the upcoming reporting periods and when necessary, will be closely monitored by us.

The Early Detection of Risk Committee carries out its tasks towards early detection of risks which may jeopardize the Company's assets, its development and progression, and measures taken to mitigate and manage those risks. It reviews risk management systems every two months and finalizes relevant reports.

4.6. Remuneration of the Board of Directors and Senior Management:

The board of directors presented their assessments in the annual report whether the operational and financial targets disclosed to the public are met or not, along with reasons behind possible shortcomings. The principles of remuneration of board members and senior executives have been documented in writing and submitted to the shareholders as a separate item at the general shareholders' meeting. A remuneration policy prepared for this purpose can be found on the Company's web site.

Stock options or performance based payments are not included in the remuneration package of the independent board members. Their remuneration is designated at a level to maintain their independence

Migros does not lend any funds or extend any credits to a member of the board or to senior executives, or grant any personal loans through a third party, or extend any guarantees.

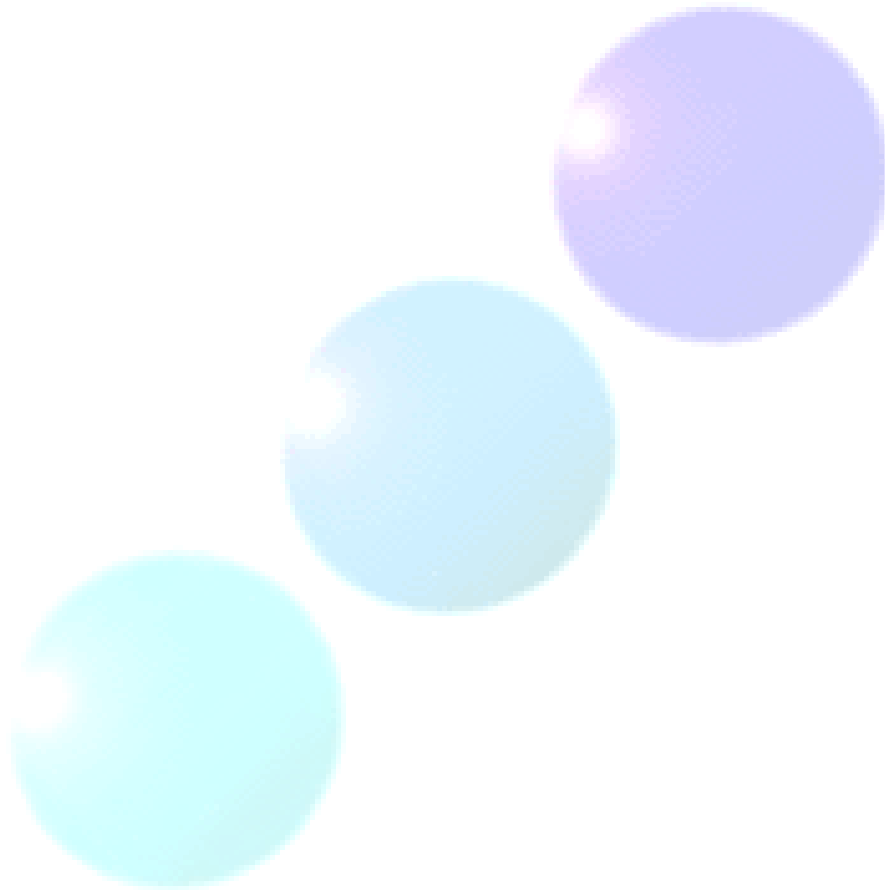
The executives have the required professional qualifications in order to perform the assigned duties. The executives comply with the legislation, articles of association, and in-house regulations and policies in fulfilling their duties.

There have been no cases where the executives used confidential and non-public Company information in favor of themselves or others. There are no executives who accepted a gift or favor directly or indirectly related to the Company's affairs, and provided unfair advantage.

Remuneration of executives is consistent with Migros's ethical values, inner balance, and strategic objectives, and it is not associated

only with the Company's short-term performance.

Remuneration of board members and managers with administrative responsibility as well as benefits provided are mentioned collectively in the annual report. Full implementation of Corporate Governance Principles dictates reporting on an individual basis.



Rating Definitions

Rating	Definition
9 - 10	The company performs very good in terms of Capital Markets Board's corporate governance principles. It has, to varying degrees, identified and actively managed all significant corporate governance risks through comprehensive internal controls and management systems. The company's performance is considered to represent best practice, and it had almost no deficiencies in any of the areas rated. Deserved to be included in the BIST Corporate Governance Index on the highest level.
7 - 8	The company performs good in terms of Capital Markets Board's corporate governance principles. It has, to varying degrees, identified all its material corporate governance risks and is actively managing the majority of them through internal controls and management systems. During the rating process, minor deficiencies were found in one or two of the areas rated. Deserved to be included in the BIST Corporate Governance Index.
6	The company performs fair in terms of Capital Markets Board's corporate governance principles. It has, to varying degrees, identified the majority of its material corporate governance risks and is beginning to actively manage them. Deserved to be included in the BIST Corporate Governance Index and management accountability is considered in accordance with national standards but may be lagging behind international best practice. During the ratings process, minor deficiencies were identified in more than two of the areas rated.
4 - 5	The company performs weakly as a result of poor corporate governance policies and practices. The company has, to varying degrees, identified its minimum obligations but does not demonstrate an effective, integrated system of controls for managing related risks. Assurance mechanisms are weak. The rating has identified significant deficiencies in a number (but not the majority) of areas rated.
<4	The company performs very weakly and its corporate governance policies and practices are overall very poor. The company shows limited awareness of corporate governance risks, and internal controls are almost non-existent. Significant deficiencies are apparent in the majority of areas rated and have led to significant material loss and investor concern.

DISCLAIMER

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This report, conducted by SAHA A.Ş. analysts and based on their best intentions, knowledge base and experience, is the product of an in depth study of the available information which is believed to be correct as of this date. It is a final opinion about the degree of sensitivity of a company to its shareholders' and stakeholders' rights, its commitment to public disclosure and transparency, and conduct and credibility of its board of directors.

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