

# MİGROS TİCARET A.Ş.

## Corporate Governance Information Form 2019 - Annual Notification

### Summary

Corporate Governance Information Form 2019

# 1. SHAREHOLDERS

Related Companies ☐

Related Funds ☐

|   |   |
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| 1. SHAREHOLDERS   |   |
| 1.1. Facilitating the Exercise of Shareholders Rights   |   |
| The number of investor meetings (conference, seminar/etc. ) organised by the company during the year  | 12 conferences, 200+ institutional investors  |
| 1.2. Right to Obtain and Examine Information  |   |
| The number of special audit request(s)  | 2   |
| The number of special audit requests that were accepted at the General Shareholders' Meeting  | 0   |
| 1.3. General Assembly   |   |
| Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)  | <a href="https://www.kap.org.tr/en/Bildirim/757814">https://www.kap.org.tr/en/Bildirim/757814</a>   |
| Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time  | Yes   |
| The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9 | -   |
| The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)   | -   |
| The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)  | -   |
| The name of the section on the corporate website that demonstrates the donation policy of the company   | Investor Relations / Migros Corporate / Donation Policy   |
| The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved   | <a href="https://www.kap.org.tr/tr/Bildirim/516861">https://www.kap.org.tr/tr/Bildirim/516861</a>   |
| The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting   | 11, 11/A  |
| Identified stakeholder groups that participated in the General Shareholders' Meeting, if any  | Any stakeholders including press-media can participate in Migros General Assembly meetings. Shareholders who attended the General Assembly Meeting are shown in the Participants List (Hazir Bulunanlar Listesi) at the |

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|  | link: <a href="https://www.kap.org.tr/en/Bildirim/764442">https://www.kap.org.tr/en/Bildirim/764442</a> . The representative of Corporate Governance Rating Agency attended the General Assembly meeting.   |
| <b>1.4. Voting Rights</b>  |   |
| Whether the shares of the company have differential voting rights  | Hayır (No)  |
| In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.  | -   |
| The percentage of ownership of the largest shareholder   | % 49,18   |
| <b>1.5. Minority Rights</b>  |   |
| Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association  | Hayır (No)  |
| If yes, specify the relevant provision of the articles of association.   | -   |
| <b>1.6. Dividend Right</b>   |   |
| The name of the section on the corporate website that describes the dividend distribution policy   | Investor Relations / Migros Corporate / Profit Distribution Policy  |
| Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend. | In the General Assembly Meeting on 16 May 2019, within the Communiqué of Capital Markets Board (CMB) No. II-19.1 and in accordance with our articles of association and dividend distribution policies that were disclosed to public by our company, it was resolved not to distribute dividend for 2018 fiscal year as the company recorded net loss at the 2018 consolidated financial statements prepared in accordance with the Turkish Commercial Code and CMB legislation . |
| PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends  | <a href="https://www.kap.org.tr/en/Bildirim/764442">https://www.kap.org.tr/en/Bildirim/764442</a>   |

General Assembly Meetings

|  | The number of information requests received by the company regarding the | Shareholder participation rate | Percentage of shares | Percentage of shares | Specify the name of the page of the corporate website that contains the General Shareholders' | Specify the name of the page of the corporate website that contains all | The number of the relevant item or paragraph of General Shareholders' | The number of declarations by | The link to the related PDP general shareholder |
|--|--|--------------------------------|----------------------|----------------------|---|---|---|-------------------------------|---|

| General Meeting Date | clarification of the agenda of the General Shareholders' Meeting | to the General Shareholders' Meeting | directly present at the GSM | represented by proxy | Meeting minutes, and also indicates for each resolution the voting levels for or against | questions asked in the general assembly meeting and all responses to them           | Meeting minutes in relation to related party transactions | insiders received by the board of directors | meeting notification  |
|----------------------|--|--------------------------------------|-----------------------------|----------------------|--|---|---|---|---|
| 16/05/2019           | 0  | % 75,2                               | % 0,6                       | % 74,6               | Investor Relations / Information about the General Assembly Meeting of Shareholders      | Investor Relations / Information about the General Assembly Meeting of Shareholders | Item 14   | 0   | <a href="https://www.kap.org.tr/en/Bildirim/764442">https://www.kap.org.tr/en/Bildirim/764442</a> |

## 2. DISCLOSURE AND TRANSPARENCY

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| <b>2. DISCLOSURE AND TRANSPARENCY</b>  |  |
| <b>2.1. Corporate Website</b>  |  |
| Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.  | "Corporate Profile, Partnership Structure and Affiliates, Migros Ticaret A.Ş. Article of Association, Material Disclosures, Financial Results, Annual Reports, Information about the General Assembly Meeting of Shareholders, Profit Distribution Policy, Company Disclosure Policy, Migros Code of Ethics, Frequently Asked Questions" in Investor Relations tab   |
| If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.  | "Partnership Structure and Affiliates" page at the link: <a href="https://migroskurumsal.com/en/Icerik.aspx?IcerikID=199">https://migroskurumsal.com/en/Icerik.aspx?IcerikID=199</a>   |
| List of languages for which the website is available   | Turkish and English  |
| <b>2.2. Annual Report</b>  |  |
| <b>The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.</b>  |  |
| a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members | Corporate Governance Principles Compliance Report / Part V - Board of Directors / 5.1 Structure and Composition of the Board of Directors / "Resumes of the Board Members" and "Independent Board Members' Affidavit". Duties conducted out of the company by senior managers are given in KAP ( <a href="https://www.kap.org.tr/en/sirket-bilgileri/genel/4028e4a141462df2014150162e1c3424">https://www.kap.org.tr/en/sirket-bilgileri/genel/4028e4a141462df2014150162e1c3424</a> ) General Information / Company Management / Top Management |
| b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure  | Corporate Governance Principles Compliance Report / Part V - Board of Directors / "5.3 Number, Structure, and Independence of Committees Established within the Board of Directors"  |

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| c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings  | Corporate Governance Principles Compliance Report / Part V - Board of Directors / "5.2 Operating Principles of the Board of Directors"                              |
| ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation  | There are not any amendments in the legislation which may significantly affect the activities of the corporation.   |
| d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof   | Corporate Governance Principles Compliance Report "Other Issues" and Independent Auditors' Report "Provisions, Commitments, Contingent Assets and Liabilities" note |
| e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest | Corporate Governance Principles Compliance Report / Other Issues  |
| f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%   | No cross ownership  |
| g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results  | The Migros Approach To Sustainability / Corporate Governance Principles Compliance Report "Other Issues"  |

### 3. STAKEHOLDERS

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| <b>3. STAKEHOLDERS</b>  |  |
| <b>3.1. Corporation's Policy on Stakeholders</b>  |  |
| The name of the section on the corporate website that demonstrates the employee remedy or severance policy  | About Us / Policy / Severance Policy   |
| The number of definitive convictions the company was subject to in relation to breach of employee rights  | 490 reemployment and other related lawsuits  |
| The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)  | Corporate Governance Committee members, Audit Committee members and relevant Assistant General Manager   |
| The contact detail of the company alert mechanism   | Any violation or concerns can be communicated by employees via the e-mail address of the Ethics Committee - etikkurul@migros.com.tr; and by other stakeholders via etik@migros.com.tr and iletisim@migros.com.tr e-mail addresses. In addition, customers can contact Migros directly through Call Center (444 10 44) and Whatsapp line (530 915 45 45). |
| <b>3.2. Supporting the Participation of the Stakeholders in the Corporation's Management</b>  |  |
| Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies | About Us / Policy / Human Resources Policy   |
|   | Our employees working at stores are represented in the Workplace Syndicate Representatives Committee. Workplace Syndicate representatives negotiate the implementation of union agreement terms with employer  |

Corporate bodies where employees are actually represented

representatives, as well as complaints and suggestions. They are also represented in various committees such as "Occupational Health and Safety Council" and in the Committees formed for different projects. Every year, Migros conducts a survey via an independent research company to assess and improve employee satisfaction and commitment. The result of the survey forms a basis for new managerial decisions to be taken in the upcoming year. An annual meeting is held by the Company management to announce internally the Company's yearly strategy and objectives to the employees. The participants of this particular meeting have a directly impact on the determination of the Company's yearly objectives. The targets that designate the Company's main strategy are objectively announced to all departments.

### 3.3. Human Resources Policy

The role of the board on developing and ensuring that the company has a succession plan for the key management positions

Review and approval. In the Annual Strategic Human Resources Meetings, Potential, High Performing and Star employees are identified, and Critical Positions, Succession Plans and Retirement Plans are discussed and approved in line with the needs and short-medium-long term plans of Migros.

The name of the section on the corporate website that demonstrates the human resource policy covering equal

About Us / Policy / Human Resources Policy

|  |  |
|--|--|
| opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.  | ("Search and Selection" part)  |
| Whether the company provides an employee stock ownership programme   | Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)   |
| The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.          | About Us / Policy / Human Rights and Equal Opportunity Policy  |
| The number of definitive convictions the company is subject to in relation to health and safety measures   | 4  |
| <b>3.5. Ethical Rules and Social Responsibility</b>  |  |
| The name of the section on the corporate website that demonstrates the code of ethics  | "Migros Code of Ethics" under Policy in About Us tab   |
| The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues. | Sustainability (contains information on environmental, social and corporate governance issues)   |
| Any measures combating any kind of corruption including embezzlement and bribery   | Detailed information is provided in the "Anti-Bribery and Anti-Corruption Policy" under Policy in About Us tab ( <a href="https://migroskurumsal.com/en/Icerik.aspx?IcerikID=494">https://migroskurumsal.com/en/Icerik.aspx?IcerikID=494</a> ) |

## 4. BOARD OF DIRECTORS-I

| 4. BOARD OF DIRECTORS-I   |   |
|---|---|
| 4.2. Activity of the Board of Directors   |   |
| Date of the last board evaluation conducted   | January 2020  |
| Whether the board evaluation was externally facilitated   | Evet (Yes)  |
| Whether all board members released from their duties at the GSM   | Evet (Yes)  |
| Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties  | The Board of Directors made a selection for Chairman, Vice-Chairman and Committee members . Accordingly, Tuncay Özilhan was selected as the Chairman and Nikolaos Stathopoulos was selected as Vice-Chairman. CEO Özgür Tort serves as executive Board member. Furthermore, he is authorized by the Board of Directors to provide guidance to the public on the expectations of the Company for the upcoming periods. |
| Number of reports presented by internal auditors to the audit committee or any relevant committee to the board  | 4 reports to the Audit Committee, 38 reports to the senior management   |
| Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls | Corporate Governance Principles Compliance Report / Part V - Board of Directors / 5.4 Risk Management and Internal Control Mechanisms / Internal Audit  |
| Name of the Chairman  | Tuncay Özilhan  |
| Name of the CEO   | Ömer Özgür Tort   |
| If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles        | The functions of the CEO and Chairman are not combined.   |
| Link to the PDP notification stating that any damage that may be caused by the members of the board of directors                                      |   |

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| during the discharge of their duties is insured for an amount exceeding 25% of the company's capital                  | <a href="https://www.kap.org.tr/en/Bildirim/812223">https://www.kap.org.tr/en/Bildirim/812223</a>   |
| The name of the section on the corporate website that demonstrates current diversity policy targeting women directors | Information on diversity policy is given at the "Human Resources Policy" under Policy in About Us tab on our corporate website.   |
| The number and ratio of female directors within the Board of Directors  | The Board of Directors approved a policy on its own composition, setting a minimal target of 25% for female Board members. The Board annually evaluates its composition. While women members served on the Board of Directors in previous years, there are no woman members on the current Board of Directors. The Corporate Governance Committee determined a ratio (25%) for membership of women in the Migros Board of Directors again in the years ahead, and made a written recommendation to the Board of Directors. Migros Board of Directors makes planning on this matter. |

#### Composition of Board of Directors

| Name, Surname of Board Member | Whether Executive Director Or Not    | Whether Independent Director Or Not           | The First Election Date To Board | Link To PDP Notification That Includes The Independency Declaration | Whether the Independent Director Considered By The Nomination Committee | Whether She/He is the Director Who Ceased to Satisfy The Independence or Not | Whether The Director Has At Least 5 Years' Experience On Audit, Accounting And/Or Finance Or Not |
|-------------------------------|--------------------------------------|---|----------------------------------|---|---|--|--|
| Tuncay Özilhan                | İcrada Görevli Değil (Non-executive) | Bağımsız üye değil (Not independent director) | 15/07/2015                       | -   | İlgisiz (Not applicable)  | İlgisiz (Not applicable)   | Evet (Yes)   |
|                               |                                      | Bağımsız üye değil (                          |                                  |   |   |  |  |

|                          |                                      |   |            |   |                              |                          |            |
|--------------------------|--------------------------------------|---|------------|---|------------------------------|--------------------------|------------|
| Kamilhan Süleyman Yazıcı | İcrada Görevli Değil (Non-executive) | Not independent director)                     | 11/04/2017 | -   | İlgisiz (Not applicable)     | İlgisiz (Not applicable) | Evet (Yes) |
| Nikolaos Stathopoulos    | İcrada Görevli Değil (Non-executive) | Bağımsız üye değil (Not independent director) | 19/03/2008 | -   | İlgisiz (Not applicable)     | İlgisiz (Not applicable) | Evet (Yes) |
| Talip Altuğ Aksoy        | İcrada Görevli Değil (Non-executive) | Bağımsız üye değil (Not independent director) | 11/04/2017 | -   | İlgisiz (Not applicable)     | İlgisiz (Not applicable) | Evet (Yes) |
| Salih Metin Ecevit       | İcrada Görevli Değil (Non-executive) | Bağımsız üye değil (Not independent director) | 15/07/2015 | -   | İlgisiz (Not applicable)     | İlgisiz (Not applicable) | Evet (Yes) |
| Rasih Engin Akçakoca     | İcrada Görevli Değil (Non-executive) | Bağımsız üye değil (Not independent director) | 16/05/2019 | -   | İlgisiz (Not applicable)     | İlgisiz (Not applicable) | Evet (Yes) |
| Recep Yılmaz Argüden     | İcrada Görevli Değil (Non-executive) | Bağımsız üye değil (Not independent director) | 16/05/2019 | -   | İlgisiz (Not applicable)     | İlgisiz (Not applicable) | Evet (Yes) |
| Ömer Özgür Tort          | İcrada görevli (Executive)           | Bağımsız üye değil (Not independent director) | 28/04/2009 | -   | İlgisiz (Not applicable)     | İlgisiz (Not applicable) | Evet (Yes) |
| İzzet Karaca             | İcrada Görevli Değil (Non-executive) | Bağımsız üye (Independent director)           | 23/03/2016 | <a href="https://www.kap.org.tr/en/Bildirim/757814">https://www.kap.org.tr/en/Bildirim/757814</a> | Değerlendirildi (Considered) | Hayır (No)               | Evet (Yes) |
| Hüseyin Faik Açıkalın    | İcrada Görevli Değil (Non-executive) | Bağımsız üye (Independent director)           | 15/05/2018 | <a href="https://www.kap.org.tr/en/Bildirim/757814">https://www.kap.org.tr/en/Bildirim/757814</a> | Değerlendirildi (Considered) | Hayır (No)               | Evet (Yes) |
| Şevki Acuner             | İcrada Görevli Değil (Non-executive) | Bağımsız üye (Independent director)           | 15/05/2018 | <a href="https://www.kap.org.tr/en/Bildirim/757814">https://www.kap.org.tr/en/Bildirim/757814</a> | Değerlendirildi (Considered) | Hayır (No)               | Evet (Yes) |
| Tom Heidman              | İcrada Görevli Değil (Non-executive) | Bağımsız üye (Independent director)           | 15/05/2018 | <a href="https://www.kap.org.tr/en/Bildirim/757814">https://www.kap.org.tr/en/Bildirim/757814</a> | Değerlendirildi (Considered) | Hayır (No)               | Evet (Yes) |

## 4. BOARD OF DIRECTORS-II

| 4. BOARD OF DIRECTORS-II  |  |
|---|--|
| 4.4. Meeting Procedures of the Board of Directors   |  |
| Number of physical board meetings in the reporting period (meetings in person)  | 8  |
| Director average attendance rate at board meetings  | % 80   |
| Whether the board uses an electronic portal to support its work or not  | Hayır (No)   |
| Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter                     | 3 days   |
| The name of the section on the corporate website that demonstrates information about the board charter                              | Investor Relations / Migros Corporate / "Migros Articles of Association" and "Corporate Governance Principles Compliance Report"   |
| Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors | External duties of Migros Board members - excluding the independent members - are not conditional on certain rules. However, our Company complies with the provisions of the Corporate Governance Communique regarding the external commitments of independent board members. The independent Board members shall not be the independent member of the board in more than three of the corporations as such; the corporation or the controlling shareholders of the corporation who hold the control of management corporations and in more than five listed corporations. The |

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|   | external duties of the board members were presented in the General Assembly Meeting via General Assembly Information Document.  |
| <b>4.5. Board Committees</b>  |   |
| Page numbers or section names of the annual report where information about the board committees are presented | Corporate Governance Principles Compliance Report / Part V - Board of Directors / "5.3 Number, Structure, and Independence of Committees Established within the Board of Directors" |
| Link(s) to the PDP announcement(s) with the board committee charters  | <a href="https://www.kap.org.tr/tr/Bildirim/745231">https://www.kap.org.tr/tr/Bildirim/745231</a>   |

#### Composition of Board Committees-I

| Names Of The Board Committees                              | Name Of Committees Defined As "Other" In The First Column | Name-Surname of Committee Members | Whether Committee Chair Or Not | Whether Board Member Or Not                   |
|--|---|-----------------------------------|--------------------------------|---|
| Denetim Komitesi (Audit Committee)                         | -   | İzzet Karaca                      | Evet (Yes)                     | Yönetim kurulu üyesi (Board member)           |
| Denetim Komitesi (Audit Committee)                         | -   | Şevki Acuner                      | Hayır (No)                     | Yönetim kurulu üyesi (Board member)           |
| Kurumsal Yönetim Komitesi (Corporate Governance Committee) | -   | Hüseyin Faik Açıkalın             | Evet (Yes)                     | Yönetim kurulu üyesi (Board member)           |
| Kurumsal Yönetim Komitesi (Corporate Governance Committee) | -   | Kamilhan Süleyman Yazıcı          | Hayır (No)                     | Yönetim kurulu üyesi (Board member)           |
| Kurumsal Yönetim Komitesi (Corporate Governance Committee) | -   | Recep Yılmaz Argüden              | Hayır (No)                     | Yönetim kurulu üyesi (Board member)           |
| Kurumsal Yönetim Komitesi (Corporate Governance Committee) | -   | Mehmet Hurşit Zorlu               | Hayır (No)                     | Yönetim kurulu üyesi değil (Not board member) |
| Kurumsal Yönetim Komitesi (Corporate Governance Committee) | -   | Affan Nomak                       | Hayır (No)                     | Yönetim kurulu üyesi değil (Not board member) |

|   |   |                       |            |                                     |
|---|---|-----------------------|------------|-------------------------------------|
| Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk) | - | Tom Heidman           | Evet (Yes) | Yönetim kurulu üyesi (Board member) |
| Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk) | - | Talip Altuğ Aksoy     | Hayır (No) | Yönetim kurulu üyesi (Board member) |
| Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk) | - | Hüseyin Faik Açıkalın | Hayır (No) | Yönetim kurulu üyesi (Board member) |

## 4. BOARD OF DIRECTORS-III

| 4. BOARD OF DIRECTORS-III  |  |
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| 4.5. Board Committees-II   |  |
| Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)                    | Corporate Governance Principles Compliance Report / Part V - Board of Directors / 5.3 Number, Structure, and Independence of Committees Established within the Board of Directors / "a. Audit Committee"                   |
| Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website )    | Corporate Governance Principles Compliance Report / Part V - Board of Directors / 5.3 Number, Structure, and Independence of Committees Established within the Board of Directors / "b. Corporate Governance Committee"    |
| Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)               | Corporate Governance Principles Compliance Report / Part V - Board of Directors / 5.3 Number, Structure, and Independence of Committees Established within the Board of Directors / "b. Corporate Governance Committee"    |
| Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website ) | Corporate Governance Principles Compliance Report / Part V - Board of Directors / 5.3 Number, Structure, and Independence of Committees Established within the Board of Directors / "c. Early Detection of Risk Committee" |
|  |  |

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| Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)     | Corporate Governance Principles Compliance Report / Part V - Board of Directors / 5.3 Number, Structure, and Independence of Committees Established within the Board of Directors / "b. Corporate Governance Committee" |
| <b>4.6. Financial Rights</b>   |   |
| Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)         | "Board of Directors Report" and "Financial Review"  |
| Specify the section of website where remuneration policy for executive and non-executive directors are presented.  | Investor Relations / Migros Corporate / Remuneration Policy   |
| Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report) | Provided in the "Key management compensation" section of the Independent Auditors Report  |

#### Composition of Board Committees-II

| Names Of The Board Committees   | Name of committees defined as "Other" in the first column | The Percentage Of Non-executive Directors | The Percentage Of Independent Directors In The Committee | The Number Of Meetings Held In Person | The Number Of Reports On Its Activities Submitted To The Board |
|---|---|---|--|---------------------------------------|--|
| Denetim Komitesi (Audit Committee)                                      | -   | % 100                                     | % 100  | 5                                     | 5  |
| Kurumsal Yönetim Komitesi (Corporate Governance Committee)              | -   | % 80                                      | % 20   | 5                                     | 6  |
| Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk) | -   | % 100                                     | % 67   | 6                                     | 6  |