

MİGROS



MİGROS TİCARET A.Ş.

01.01.2024 - 31.03.2024 INTERIM ANNUAL REPORT
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CORPORATE PROFILE

Company	: Migros Ticaret A.Ş.
The Date of Foundation*	: 19.03.2008
Trade Registry Office	: Istanbul Trade Registry Office
Trade Registry Number	: 659896
Tax Administration	: Büyük Mükellefler Vergi Dairesi
Tax ID	: 6220529513
Address	: Atatürk Mahallesi Turgut Özal Bulvarı No: 7 34758 Ataşehir - İstanbul
Phone	: 0216 579 30 00
Fax	: 0216 579 35 00
Corporate Web Site	: www.migroskurumsal.com
E-mail	: malimigros@migros.com.tr
Share Capital	: TL 181,054,233
Capital Ceiling	: TL 500,000,000
Stock Exchange	: Borsa İstanbul
Listing Year at the Stock Exchange**	: 2009
Symbol	: MGROS.IS

(*): Migros Türk T.A.Ş. and Moonlight Perakendecilik ve Ticaret A.Ş., established in March 19, 2008, were merged on April 30, 2009. Moonlight changed its name to Migros Ticaret A.Ş. subsequent to the merger.

(**): It is the first listing date of Migros Ticaret A.Ş. in Borsa İstanbul following the merger with Migros Türk T.A.Ş.

INTRODUCTION: AN ECONOMIC REVIEW AND RETAIL MARKET

Gross Domestic Product (GDP) grew by 4.5% in 2023 in real terms. According to volume index, the consumption expenditures of households increased by 12.8% year on year.

The annual CPI, which was 64.77% at the end of 2023, grew by 68.50% in March 2024 versus the same month of the previous year. In March 2024, the prices of food and non-alcoholic beverages rose by 62.98% in comparison to March 2023. According to the Inflation Report of the Central Bank of Türkiye (CBRT) released in May, the annual CPI is expected to be between 34% and 42% (mid-point of 38%) by the end of 2024.

SECTION 1: CORPORATE INFORMATION

Board of Directors

The Board of Directors of Migros Ticaret A.Ş. consists of 12 members, of which four are independent members. All the board members except Ömer Özgür Tort are non-executives. The current Board members of our Company are shown below.

As of 16 April 2024;

Board of Directors	
Tuncay Özilhan	Chairman
Kamilhan Süleyman Yazıcı	Vice Chairman
Talip Altuğ Aksoy	Board Member
Burak Başarır	Board Member
Mehmet Hurşit Zorlu	Board Member
Esel Yıldız Çekin	Board Member
Rasih Engin Akçakoca	Board Member
Ömer Özgür Tort	Board Member and CEO
Emre Ekmekçi	Independent Board Member
Barış Tan	Independent Board Member
Bekir Ağırdir	Independent Board Member
Uğur Bayar	Independent Board Member

At the ordinary general assembly meeting held on 16 April 2024, Tuncay Özilhan, Kamilhan Süleyman Yazıcı, Talip Altuğ Aksoy, Burak Başarır, Mehmet Hurşit Zorlu, Esel Yıldız Çekin, Rasih Engin Akçakoca and Ömer Özgür Tort were elected as members of the Board of Directors and Emre Ekmekçi, Barış Tan, Bekir Ağırdir and Uğur Bayar were elected as independent members of the Board of Directors for 1 year until the General Assembly Meeting of the Company for the year of 2024.

Board members' résumés are provided at the Company corporate website at www.migroskurumsal.com. Information on external positions held by Board members and Independent Board Members' Affidavit is provided at the Company corporate website at www.migroskurumsal.com.

Authorities, Duties and Term of Office of the Board of Directors

According to the Articles of Association of the Company, the Board of Directors have the authority to take any decision with the exception of matters that needs the resolution of the General Assembly in accordance with the laws and the Company's Articles of Association. The Board of Directors of the Company were appointed at the 2023 Ordinary General Assembly Meeting dated 16 April 2024 for 1 year until the General Assembly Meeting in which the Company's 2024 accounts are to be discussed.

Committees of Board of Directors

In accordance with the Board of Directors resolution dated 26 April 2024, it was resolved that, within the scope of the Communiqué on Corporate Governance (II-17.1) of the Capital Markets Board ("CMB"), the Corporate Governance Committee shall be responsible for the duties of the Nomination Committee and Remuneration Committees and that the committees of our Company shall comprise of the following members.

Audit Committee		
Barış Tan	President	Non-executive
Emre Ekmekçi	Member	Non-executive

Corporate Governance Committee		
Uğur Bayar	President	Non-executive
Talip Altuğ Aksoy	Member	Non-executive
Esel Yıldız Çekin	Member	Non-executive
Mehmet Hurşit Zorlu	Member	Non-executive
Burak Başarır	Member	Non-executive
Recep Yılmaz Argüden	Member	Non-executive
Affan Nomak	Member	Investor Relations & Risk Mgmt.

Early Recognition of Risk Committee		
Uğur Bayar	President	Non-executive
Barış Tan	Member	Non-executive
Esel Yıldız Çekin	Member	Non-executive
Mehmet Hurşit Zorlu	Member	Non-executive
Burak Başarır	Member	Non-executive

It was also decided to establish a Sustainability Committee within the Board of Directors. The Sustainability Committee comprises of the following members.

Sustainability Committee		
Bekir Ağırdir	President	Non-executive
Emre Ekmekçi	Member	Non-executive
Burak Başarır	Member	Non-executive

Working Principles of Committees

Working Principles of the Audit Committee

Scope and Objective

The Audit Committee, which was formed under the framework of the Capital Markets legislation, is continuing its activities under the auspices of the Board of Directors.

The objective of the Audit Committee is to oversee the operation of the Company's accounting and reporting system in line with the relevant law and regulatory framework, the audit and disclosure to the public of financial information, the operation and effectiveness of the independent audit and internal control systems.

Authority

The Audit Committee is formed and authorized by the Board of Directors. The Board of Directors determines the scope of the Audit Committee's duties as well as the working principles applicable thereto. The Audit 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 covered by the Company.

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

The detailed information on the structure of the Committee and its meetings, its duties and responsibilities, its basis and its effectiveness are provided in our corporate website (www.migroskurumsal.com) under the Investor Relations tab.

The Committee convenes at least four times a year. The results of these meetings are set down in minutes that are submitted to the Board of Directors along with any decisions that are taken.

Working Principles of the Corporate Governance Committee

Scope and Objective

The Corporate Governance Committee, which was formed under the framework of the Capital Markets legislation, is continuing its activities under the auspices of the Board of Directors.

The objective of the Corporate Governance Committee, in line with the Communiqué on Corporate Governance (II-17.1) of the Capital Market Board, is to ascertain whether or not the corporate governance principles are being implemented at our Company, if not, the reason for such failure and the conflict of interests arising from this failure to fully comply with these principles, to advise the Board of Directors on improving corporate governance implementation and monitoring the efforts of the Investor Relations Department.

Pursuant to the Communiqué on Corporate Governance, the Corporate Governance Committee also carries out the duties of the Nomination Committee and the Remuneration Committee.

Authority

The Corporate Governance Committee is formed and authorized by the Board of Directors. The Board of Directors determines the scope of the Corporate Governance Committee's duties as well as the working principles applicable thereto. The Corporate Governance 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 covered by the Company.

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

The detailed information on the structure of the Committee and its meetings, its duties and responsibilities, its basis and its effectiveness are provided in our corporate website (www.migroskurumsal.com) under the Investor Relations tab.

The Committee convenes at least four times a year. The results of these meetings are set down in minutes that are submitted to the Board of Directors along with any decisions that are taken.

Working Principles of 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 numbered 6102, is continuing its activities under the auspices of the Board of Directors.

The objective of the Early Detection of Risk Committee is to determine 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 those risks.

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 covered 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.

The detailed information on the structure of the Committee and its meetings, its duties and responsibilities, its basis and its effectiveness are provided in our corporate website (www.migroskurumsal.com) under the Investor Relations tab.

The Committee convenes six times a year. The results of these meetings are set down in minutes that are submitted to the Board of Directors along with any decisions that are taken.

Working Principles of the Sustainability Committee

Scope and Objectives

- 1.1. This document sets forth the rules, principles and procedures governing the duties and responsibilities owed by the Sustainability Committee of the Board of Directors (the "Sustainability Committee") to the Board of Directors of Migros Ticaret A.Ş. (the "Company").
- 1.2. In addition to developing sustainability strategies, policies and goals as well as improving the Company's performance on Environmental, Social and Corporate Governance ("ESG") issues, the Sustainability Committee also assists the Board of Directors in fulfilling its responsibilities in relation thereto.
- 1.3. The Sustainability Committee monitors risks to the Company as well as Company policies and programs pertaining to specific legal, regulatory, and public policy issues in the environmental and social area that could affect the Company's activities, its shareholders, all stakeholder communities within its ecosystem or even general public opinion from a sustainability perspective.
- 1.4. The Sustainability Committee serves as the guide to prioritizing the long term, integrating sustainability into the Company's strategic vision and activities in line with the Company's clearly defined corporate purpose. The Committee fulfills these obligations by carrying out the activities specified under Duties and Responsibilities.
- 1.5. The Sustainability Committee offers suggestions and supports the Board of Directors with its preparatory efforts.

Authority

- 1.6. Members of the Sustainability Committee are appointed and empowered by the Board of Directors. The scope of the duties and rules of procedure for the Sustainability Committee are established by the Board of Directors.
- 1.7. The Board of Directors may remove some or all of the members of the Sustainability Committee from office even if their term of office has not yet expired.
- 1.8. The Board of Directors shall appoint members to complete the term of office seat on the Sustainability Committee vacated because of removal from office, resignation or death.
- 1.9. The Committee shall act within the scope of its own powers and responsibilities and submit suggestions to the Board of Directors but the power and responsibility for taking final action shall always rest with the Board of Directors.

The detailed information on the structure of the Committee and its meetings, its duties and responsibilities, its basis and its effectiveness are provided in our corporate website (www.migroskurumsal.com) under the Investor Relations tab.

Senior Management

The senior management of the Company is as follows:

Migros Group Executive Committee members Ömer Özgür Tort (CEO), Mustafa Murat Bartın (COO, Migros Retail General Manager), Ferit Cem Doğan (CFO), Ekmel Nuri Baydur (CMO) and Hakan Şevki Tuncer (CPO), Migros Group Assistant General Managers Kerim Tatlıcı (CIO) and Olcay Yılmaz Nomak (CHRO), and Assistant General Managers Bülent Kuntay (Chief Supply Chain & Logistics Officer) and Cüneyt Taşpek (Chief Sales Officer).

Senior management compensation

Total compensation provided to the key management personnel by the Company for the periods ended 31 March 2024 and 31 March 2023 has been provided at Note 18 of Condensed Consolidated Financial Statements for the Interim Period 1 January – 31 March 2024 of the Company.

Key management compensation paid or payable consists of benefits, salaries, premiums, individual pension premiums, vehicle rents and social security insurance employer shares.

Number of Employees

As of 31 March 2024, the Company employs 52,108 employees including its subsidiaries (31 December 2023: 50,915).

Subsidiaries

The Company has the following subsidiaries. The nature of the business of the subsidiaries and for the purpose of the consolidated financial statements, their respective geographical segments are as follows:

As of 31 March 2024;

Subsidiaries	Country of incorporation	Geographical segment	Nature of business	March 2024 (%)	Dec. 2023 (%)
Ramstore Kazakhstan LLC	Kazakhstan	Kazakhstan	Shopping mall operation	100.0	100.0
Dijital Platform Gıda Hizmetleri A.Ş.	Türkiye	Türkiye	Online food retail	93.0	93.0
Moneypay Ödeme ve Elektronik Para Hizmetleri A.Ş.	Türkiye	Türkiye	Payment & electronic money services	80.0	80.0
Paket Lojistik ve Teknoloji A.Ş.*	Türkiye	Türkiye	Logistics	92.1	75.0
Mimeda Medya Platform A.Ş.	Türkiye	Türkiye	Media	100.0	100.0
Migen Enerji ve Elektrikli Elektrikli Araç Şarj Hizmetleri A.Ş.	Türkiye	Türkiye	Charging services to electric vehicles	100.0	100.0
CRC Danışmanlık ve Organizasyon A.Ş.**	Türkiye	Türkiye	Packed food production	50.0	50.0

* Acquisition of shares in Paket Taxi by our subsidiary Dijital Platform Gıda Hizmetleri A.Ş.

Our subsidiary Dijital Platform Gıda Hizmetleri A.Ş. operating in online business acquired the shares corresponding to 18.3% of the paid-in capital of Paket Lojistik ve Teknoloji A.Ş. (Paket Taxi), which provides logistics services for our online operations and in which our Company has a shareholding of 75%, from the other shareholders of Paket Taxi. After the share transfer, Migros' direct and indirect shareholding in Paket Taxi is increased to 92.1%.

** Participating in the capital of CRC Danışmanlık ve Organizasyon A.Ş.

Migros Ticaret A.Ş. acquired 120,000 shares corresponding to 30% of the paid-in capital of Gurmepack, which operates in packaged food production, and Dijital Platform Gıda Hizmetleri A.Ş. ("Dijital Platform") acquired 80,000 shares corresponding to 20% of Gurmepack's paid-in capital on 26.12.2023. The ultimate transaction value for 50% stake is TL 88,763,860. Out of this transaction value, TL 53,258,316 was paid by Migros Ticaret A.Ş. and TL 35,505,544 was paid by Dijital Platform.

The shareholding structure of Migros Ticaret A.Ş.

As stated in the Company's Articles of Association, there are no privileges in voting rights. All votes are equal. Shareholders may exercise their voting rights during the General Assembly pro rata to the total nominal value of their shares. There are no shareholders with whom there is a cross-shareholder relationship. The groups specified in the Articles of Association do not hold any privileged rights to be represented on the Board of Directors and/or any other similar special rights.

The share capital of our Company is TL 181,054,233. The capital structure is as follows:

As of 31 March 2024;

Migros Ticaret A.Ş. Shareholding Structure		
Shareholder	Amount (TL)	Share (%)
MH Perakendecilik ve Ticaret A.Ş.	89,046,058	49.18
Other	89,046,059	49.18
Migros Ticaret A.Ş.	2,962,116	1.64
Total	181,054,233	100.00

Information About the Most Recent Capital Increase

No increase was made in the capital during 01 January – 31 March 2024.

Information on General Assembly Meeting

General Assembly Meeting

Meeting Minutes and List of Attendees pertaining to 2023 Ordinary General Assembly Meeting of our Company dated 16 April 2024 were disclosed in our corporate web site (www.migroskurumsal.com) and the Public Disclosure Platform (KAP). In the Ordinary General Assembly Meeting, the consolidated financial statements dated 31.12.2023, which was prepared in accordance with IFRS, and the other agenda articles were duly accepted.

Information regarding the General Assembly Meeting was posted in the Turkish Trade Registry Gazette, the company's corporate website at www.migroskurumsal.com, Public Disclosure Platform and the Electronic General Assembly Portal of Central Registry Agency.

Amendments in the Articles of Association

No change was made in the Articles of Association during 01 January – 31 March 2024.

The final copy of the Articles of Association is posted to the Investor Relations page of the corporate website of the Company (www.migroskurumsal.com).

Authorities and Duties of the Auditors

Article 400 ("Auditors") of the Turkish Commercial Code reads:

An auditor may be any individual who is licensed pursuant to the Certified Public Accountancy and Chartered Accountancy Act (Statute 3568 dated 1 June 1989) to perform independent audits as a chartered accountant or as a certified public accountant and who has been authorized to do so by the Public Oversight, Accounting, and Auditing Standards Authority and/or by a joint-stock company whose shareholders consist of such individuals.

At the Company's 2023 Ordinary General Assembly Meeting dated 16 April 2024, PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. was elected as independent auditor for 2024 fiscal year.

The Dividend Policy of Migros

Our Company's Dividend Distribution Policy was approved as follows at the Ordinary General Assembly meeting dated 11 April 2023.

"Our Company conducts a dividend distribution policy within the framework of the provisions of the Turkish Commercial Code, Capital Markets Legislation, Tax Regulations and other relevant legislation as well as the provisions of our Articles of Association regarding the dividend distribution.

In line with the Corporate Governance Principles, a balanced and accurate policy is followed between the benefits of the shareholders and the Company. By taking our Company's long-term strategies, investment and financing plans as well as its profitability into consideration, our Company targets to distribute 50% of its annual net distributable profit every year, in cash or in the form of bonus shares of stock, or some combination of the two. This policy is subject to the Company's cash flow projections, forward looking expectations on its operations, investment plans and economic conditions. The General Assembly may decide to distribute dividend which differs from the targeted percentage by taking all these factors into consideration.

Dividend distribution shall start latest by the end of the fiscal year in which the General Assembly approves the dividend distribution.

The Company may decide to distribute dividend in advance or distribute dividend with either equal or different installments, in compliance with regulations in effect."

SECTION 2: FINANCIAL INFORMATION

Sales

(Thousand TL)	01 Jan. – 31 March 2024	01 Jan. – 31 March 2023
Domestic Sales	53,126,178	47,940,068
Other Sales	93,700	72,077
Gross Sales	53,219,878	48,012,145
Less: Discounts and Returns	-813,573	-1,036,244
Sales Revenue, Net	52,406,305	46,975,901

Financial Statements

Migros - IFRS Consolidated Income Statement Summary (Thousand TL)	01 Jan. – 31 March 2024	(%)	01 Jan. – 31 March 2023	(%)
Net Sales	52,406,305	100.0	46,975,901	100.0
Cost of Sales (-)	(41,741,539)	-79.6	(37,673,758)	-80.2
Gross Profit	10,664,766	20.4	9,302,143	19.8
Operating Expenses	(11,845,179)	-22.6	(9,806,220)	-20.9
Other Operating Income / (Expense)	(2,075,810)	-4.0	(688,713)	-1.5
Operating Profit	(3,256,223)	-6.2	(1,192,790)	-2.5
Income / (Expense) from Investment Activities	(4,169)	0.0	4,487	0.0
Operating Income Before Financial Income / (Expense)	(3,260,392)	-6.2	(1,188,303)	-2.5
Financial Income / (Expense)	(648,452)	-1.2	(358,255)	-0.8
Net Monetary Position Gains	5,789,129	11.0	4,952,129	10.5
Income/Loss Before Tax from Continuing Operations	1,880,285	3.6	3,405,571	7.2
Tax Income / (Expenses)	(48,126)	-0.1	-	0.0
Deferred Tax Income	(566,123)	-1.1	(996,046)	-2.1
Net Profit / Loss from Continuing Operations	1,266,036	2.4	2,409,525	5.1
Net Profit / Loss from Discontinuing Operations	-	0.0	-	0.0
Net Profit / Loss	1,266,036	2.4	2,409,525	5.1
<i>Non-controlling Interest</i>	24,474	0.0	9,902	0.0
<i>Equity Holders of Parent</i>	1,241,562	2.4	2,399,623	5.1
EBITDA	653,490	1.2	1,034,520	2.2

Migros IFRS Consolidated Balance Sheet Summary (Thousand TL)	March 2024	(%)	December 2023	(%)
Current Assets	40,035,052	37.9	43,581,381	41.1
Non-current Assets	65,459,493	62.1	62,426,486	58.9
Total Assets	105,494,545	100.0	106,007,867	100.0
Current Liabilities	48,767,963	46.2	51,658,603	48.7
Non-current Liabilities	13,917,558	13.2	12,633,803	11.9
Total Liabilities	62,685,521	59.4	64,292,406	60.6
Equity Attributable to Owners of Parent	42,540,809	40.3	41,451,022	39.1
Non-controlling Interest	268,215	0.3	264,439	0.2
Total Equity	42,809,024	40.6	41,715,461	39.4
Total Liabilities and Equity	105,494,545	100.0	106,007,867	100.0

Financial Structure and Profitability Ratios

LIQUIDITY RATIOS	March 2024	December 2023
Current Ratio	0.82	0.84

FINANCIAL STRUCTURE RATIOS	March 2024	December 2023
Financial Leverage (Total Liabilities / Total Liabilities & Equity)	0.59	0.61
Total Liabilities / Equity	1.46	1.54
Financial Liabilities (w/o Lease Liabilities) / Total Assets	0.01	0.02
Net Cash Position (w/o Lease Liabilities) (Thousand TL)	12,515,895	10,798,185

PROFITABILITY RATIOS (%)	01 Jan. – 31 March 2024	01 Jan. – 31 March 2023
Gross Profit Margin	%20.4	%19.8
EBITDA Margin	%1.2	%2.2
Net Profit / Loss Margin	%2.4	%5.1

SHARE PERFORMANCE RATIOS	March 2024	December 2023
Market Cap (Thousand TL)	75,137,410	60,653,090
Share Price (TL)	415.00	335.00
Earnings Per Share (EPS) from continuing operations (TL)	6.86	48.76
Earnings Per Share (EPS) from discontinuing operations (TL)	0.00	0.00

Financial Evaluation

According to IAS 29 inflation adjusted financial statements, Migros' consolidated sales increased by 12% yoy to TRY52.4 billion in 1Q 2024. In the first quarter of 2024, the company delivered strong sales performance in both physical stores and online channels, thanks to its competitive pricing strategy and promotions. The share of the company's online sales in total sales (excluding tobacco and alcohol products) reach 19.5% at the end of March 2024.

Migros increased its presence in both online and physical stores by opening 73 new stores in the first quarter of the year. The total number of stores reached 3,387. As of March 31, 2024, the number of stores offering online service increased from 968 to 1,137 compared to 31 March 2023. Migros Hemen operates with 550 stores in 81 cities and Macroonline with 103 stores in 10 cities.

Although the minimum wage increase at the beginning of the year supported consumer demand, this put pressure on operational profitability in the first quarter as the annual increase in personnel costs was higher the company's sales growth. In the first quarter of 2024, with IAS 29, Migros reported a consolidated EBITDA of TL 653 million, with a margin of 1.2% and net profit of TL 1.3 billion, with a margin of 2.4%. The company's total shareholders' equity rose to TL 42.8 billion by the end of March 2024, an increase of 26% in real terms.

The Dividend Distribution

In the General Assembly Meeting on 16 April 2024, the General Assembly discussed the Board of Directors' dividend distribution proposal. Accordingly it was decided;

- to distribute gross dividends of TL 1,250,000,000.00 to be fully paid in cash, (TL 192,935,524.48 to be covered from the Net Distributable Period Profit, TL 1,181,159,204.36 to be covered from "other sources", after allocating TL 124,094,728.84 of secondary legal reserves).
- to pay dividend TL 6.9040087 gross=net for shares at the nominal value of TL 1 for our shareholders which are full taxpayer institutions or limited taxpayer institutions obtaining dividend through a workplace or permanent representatives in Turkey,
- to pay gross dividend of TL 6.9040087 and net dividend of TL 6.2136078 (by deducting 10% withholding tax) cash for shares at the nominal value of TL 1 for our other shareholders,

- to propose to the General Assembly to start dividend distribution on 27 May 2024 upon completion of the legal process following the General Assembly Meeting.

Since the legal limit in the Article 519 of the Turkish Commercial Code has been reached, the allocation of primary reserve is not required.

The financial resources and the risk management policies

Financial Debts

As of 31 March 2024, the total amount of outstanding financial loans and bonds of the Company stands at TL 1.580,093 thousand (TL 12,642,608 thousand including IFRS 16). Detailed information related to financial debts is provided in the Note 7 of the Condensed Consolidated Financial Statements for the Interim Period 1 January - 31 March 2024 of the Company.

The redemption schedule of principal amounts of financial debt at 31 March 2024:

(Thousand TL)	Tenge Loan TL Equivalent	TL Loan	Total TL Equivalent	Percentage (%)
1 April 2024 - 31 March 2025	60,817	496,031	556,848	58.0%
1 April 2025 - 31 March 2026	12,399	671,705	684,104	26.0%
1 April 2026 - 14 December 2026	-	235,408	235,408	15.9%
	73,216	1,403,144	1,476,360	100,0%

Risk Management and Internal Control Mechanism

Pursuant to the applicable provisions of the Turkish Commercial Code, the Early Detection of Risk Committee, which is charged with early diagnosis of risks that may threaten the existence, development and survival of the Company, and with ensuring that necessary actions are taken in relation to those risks, carried on with its activities.

Within the scope of the activities conducted with the Company employees, the Committee follows up various risk indicators, which have been created to ensure identification of the risks that could preclude the achievement of the Company's strategic business goals, to monitor the factors that make up these risks, to determine and measure the probability and impact of the risks, and follows up the risk criteria deemed important.

These risk indicators are analyzed and followed up by the related Company units, and changes are monitored by the Early Detection of Risk Committee. In periodic meetings, the Early Detection of Risk Committee evaluates whether appropriate actions have been taken.

Detailed information has been provided at Note 20, titled Exchange Rate Risk and Foreign Currency Position, of Condensed Consolidated Financial Statements for the Interim Period 1 January – 31 March 2024 of the Company.

Risk management is implemented by each subsidiary within the framework of policies decided by the Board of Directors.

The Early Recognition of Risk Committee, which convenes 6 times a year, coordinates to take precaution against predictable risks that the company might face as a result of its financial structure and reports regularly to the Board of Directors about its practices.

Internal working teams were formed to raise corporate awareness about a possible earthquake in the Marmara Region and to review the company's existing risk and crisis management plans prepared for disaster emergencies. Within the framework of professional consultancy received from an organization specializing in earthquake preparations, these working groups, consisting of different units within the company, have started working to create and review alternative work plans for all central units of the company and to ensure business continuity after a possible Istanbul-based earthquake.

In addition, the Company initiated a study to have all of its stores, administrative offices and distribution centers inspected by companies specialized in building control. As a result of this study, it is aimed to strengthen the buildings where structural weaknesses are detected, if possible. For buildings that cannot be strengthened, the Company has started and continues to work on finding an alternative building and evacuating the existing building.

In the conduct and performance of its financial and operational reviews, the Internal Audit Department adheres to the following principles.

- Effective utilization of the resources of the Company,
- Effectiveness of the internal control mechanisms on operations,
- Confirmation of Company assets
- Efficiency and effectiveness of business operations,
- Compliance of employees with the quality management documentation and administrative instructions approved by the management,

The fundamental duties of the Internal Audit Department consist, among other things, of investigating/examining activities and transactions which previously had been determined and reported as having elements of risk in order to ascertain the degree to which such risks have been eliminated or brought under control in line with management-approved recommendations; performing follow-up reviews in situations where more detailed investigations and examinations are necessary.

Any problems that may be discovered during the course of review activities are investigated in detail with the aim of allowing measures to be taken as necessary while recommendations are also made concerning what action should be taken to deal with any losses which the Company is ascertained to have suffered. In all of these efforts, altering processes in such a way as to prevent recurrences of similar incidents is an issue of fundamental concern.

In line with the risk-based audit approach and the year's internal control plan, the Internal Audit Department conducted financial and operational reviews of various departments and processes. Assessments and recommendations based on review results are submitted to company senior management along with the reports in which matters where improvements may be made in keeping with the philosophy of continuous development are also pointed out. Besides financial and operational reviews, the Internal Audit Department also conducts follow-up reviews on issues about which senior management was previously informed and it was agreed that measures needed to be taken. Similar risk analysis and audits were conducted in the first 3 months of 2024.

The features and amount of the capital market instruments that was issued

The details of the debt securities (corporate bonds and bills) that the Company issued exclusively for domestic qualified investors are as follows:

ISIN Code	Issue Amount (TL)	Issue Date	Maturity	Maturity (Days)	Coupon Number	Number of Coupons Paid
TRSMGTI62517	300,000,000	13.06.2023	26.06.2025	744	8	3/8

Migros Board of Directors had taken a decision to determine the issuance limit of debt instruments to be issued in case of need. As stated in the Company's public disclosure dated 22.12.2023, our Company has been allocated an issue limit of TL 2,000,000,000,000 by the Capital Markets Board, valid until 21.12.2024.

SECTION 3: OPERATIONAL ACTIVITIES

Position of Migros in the Sector and Investments

Operating in the food retail sector, Migros is engaged in the retail sale of all types of food products and consumer goods, as well as their wholesale for retail consumption. Migros, through its subsidiaries, also operates in online food retailing and ready-to-eat meals, financial technologies, logistics (distribution by riders) services, development and marketing of retail media assets, electric vehicle charging services and shopping mall operation in Türkiye and abroad.

During 01 January – 31 March 2024, Migros opened 73 new stores - 25 Migros, 31 Migros Jet, 8 Mion cosmetics stores, 6 Macrocenter, 2 Macrokiosk and 1 hypermarket. The Company operates a network of 3,387 stores in total as of 31 March 2024, including 1,913 Migros, 1,151 Migros Jets, 103 Macrocenter, 59 Macrokiosk, 55 hypermarkets, 29 Wholesale and 77 Mion stores in seven geographical regions throughout Türkiye.

New stores opened:

M		MM		Migros Jet	
Ankara	2	Batman	1	Amasya	1
Antalya	1	Bilecik	1	Afyon	1
Aydın	1	Eskişehir	1	Ankara	2
Bursa	1	İzmir	1	Antalya	2
Diyarbakır	1			Bilecik	1
Edirne	1			Bolu	2
Erzurum	1			Burdur	1
Giresun	1			Çorum	1
İstanbul	1			Düzce	1
İzmir	1			Erzurum	2
Kars	1			Gaziantep	1
Kayseri	1			Hatay	2
Kırklareli	1			İstanbul	3
Konya	3			İzmir	1
Muğla	2			Kahramanmaraş	1
Samsun	1			Kayseri	1
Tekirdağ	1			Kocaeli	1
				Kütahya	1
				Muğla	1
				Ordu	1
				Sivas	1
				Tunceli	1
				Van	1
				Yalova	1
TOTAL	21	TOTAL	4	TOTAL	31

Macrocenter	
Adana	1
Antalya	1
İstanbul	2
İzmir	2
TOTAL	6

Mion	
Diyarbakır	1
Elazığ	1
İstanbul	2
İzmir	2
Kocaeli	1
Muğla	1
TOTAL	8

5M	
Ankara	1
TOTAL	1

Macrokiosk	
Antalya	1
Ankara	1
TOTAL	2

SECTION 4: CORPORATE GOVERNANCE

SAHA Corporate Governance and Credit Rating Services, Inc. ("SAHA"), rated our Company in accordance with the Corporate Governance Principles issued by the Capital Markets Board.

The Corporate Governance Rating of our Company was disclosed as 9.67 (96.74%) as of 28 December 2023 by SAHA in their report made public.

The breakdown of the corporate governance rating of our Company by sub-categories is stated in the table below.

Sub Sections	Weight	Rating (%)
Shareholders	25%	95.83
Public Disclosure and Transparency	25%	98.45
Stakeholders	15%	99.51
Board of Directors	35%	94.97
Average	100%	96.74

Statement of Compliance with Corporate Governance Principle

Migros Ticaret A.Ş. complies with the "**Communiqué on Corporate Governance (II-17.1)**", which were announced by the Capital Markets Board of Türkiye (CMB) and always aims to improve the principles therein. The application of the main principles of Corporate Governance, which are fairness, transparency, responsibility and accountability are continuously reviewed, deficiencies are addressed with the aspiration of becoming an exemplary role model. The Company has adopted the main principles of Corporate Governance which are:

- a) Fairness
- b) Transparency
- c) Responsibility
- d) Accountability.

Migros Corporate Governance Principles Compliance Report, in addition to the annual report, can be accessed at the corporate website (www.migroskurumsal.com) in the Investor Relations section.

Pursuant to the Capital Markets Board of Türkiye (CMB) resolution no. 2/49 dated 10 January 2019, Corporate Governance Compliance Reporting, which is made under the Corporate Governance Communiqué no. II-17.1, shall be made using the Corporate Governance Compliance Report (CRF) and Corporate Governance Information Form (CGIF) on the Public Disclosure Platform (KAP). The said reports can be reached under the Corporate Governance tab on the KAP website. (<https://www.kap.org.tr/en/sirket-bilgileri/ozet/1494-migros-ticaret-a-s>)

Corporate Governance Committee

The working principles of the Corporate Governance Committee are determined by the Board of Directors in line with the requirements of "**Communiqué on Corporate Governance (II-17.1)**" and the requirements of Turkish commercial law. The committee's duties consist of overseeing the company's compliance with corporate governance principles, with taking such action as may be required by current Capital Markets Law and other applicable laws, regulations, and administrative provisions, and with making such recommendations to the Board of Directors as may be deemed to be necessary to constantly improve the company's performance in the area of corporate governance.

A corporate governance committee was set up in 2007 and charged with monitoring corporate governance activities throughout the company and with overseeing the work of the Investor Relations Department.

Furthermore, within the scope of the "**Communiqué on Corporate Governance (II-17.1)**", it has been resolved that the Corporate Governance Committee will be responsible for the duties of the Nomination Committee and the Remuneration Committee. The committee, consists of seven members, convenes four times in a year.

Investor Relations

Investor Relations Department, founded under the Finance Department in 2003, not only manages the relations with domestic and foreign investors but also the processes related to General Assembly, capital increases and dividend distribution. All enquiries and transactions of the shareholders regarding capital increases and dividend payments are handled here by the Investor Relations Department.

In addition, the Investor Relations communicates directly with various institutions including the Capital Markets Board (CMB), Borsa Istanbul (BIST), Central Registry Agency (CRA) and Takasbank (ISE Settlement and Custody Bank Inc.) and represents the Company. Keeping records of the Board of Directors meetings and material disclosures to the Public Disclosure Platform (KAP) in compliance with the CMB Communiqué on Material Events are among the Department's other activities. Migros' Investor Relations Department keeps up with relevant legislation as well as CMB communiqués and informs the senior management on the matters requiring compliance.

The department also responds to the information requests about the Company. Investor Relations is also responsible for the preparation of the annual reports as well as the coordination of Corporate Governance operations and activities.

All shareholders requesting information about Migros can submit their queries by sending e-mail to investor_relations@migros.com.tr. All other channels of communication are also available for the shareholders.

Other Matters

- i. The stakeholders can reach the Corporate Governance Principles Compliance Report as well as the information on corporate social responsibility activities which has an impact on social and environmental matters, employees' rights and their vocational training at the Company corporate website at www.migroskurumsal.com. The assessment of the Board of Directors on the Committees' work guidelines and their effectiveness is included in the Corporate Governance Principles Compliance Report.
- ii. Migros has been continuing to be included in the BIST Sustainability Index since the beginning of the index in 2014.
- iii. Information about various lawsuits filed against or in favor of the Company is provided in the Note 8 of the Condensed Consolidated Financial Statements for the Interim Period 1 January – 31 March 2024 of the Company.
- iv. Information on tax assets and liabilities is provided in the Note 16 of the Condensed Consolidated Financial Statements for the Interim Period 1 January – 31 March 2024 of the Company.
- v. Information on related parties is provided in the Note 18 of the Condensed Consolidated Financial Statements for the Interim Period 1 January – 31 March 2024 of the Company.
- vi. On 17.04.2024, Fitch Ratings, the international credit rating agency, reviewed Migros Ticaret A.Ş.'s national long-term credit rating of 'AAA(tur)' and affirmed the highest rating of 'AAA(tur)'. The rating outlook was also affirmed as "stable".
- vii. The collective labor agreement, which covers the period of 01.01.2023 - 31.12.2025, was signed by our Company and Tez-Koop. Labor Union. Our Company announced this agreement by a public disclosure on April 12, 2023.
- viii. In line with the Company's medium/long-term sustainability and efficiency goals, Migros has been establishing its own solar power plants in Anatolia. Thus, 1/3 of total energy consumption of Migros is expected to be met by the Company's owned solar plants in 2026.

Donations and Assistance

The upper limit of the donations to be made by the Company in 2024 has been determined as 12,000,000 TL and this has been approved by the Board.

No event of any special importance has occurred at the Company after the end of the fiscal year that could affect the rights of shareholders, creditors or other concerned persons and institutions.

Research and Development Activities

The Company's total R&D expenditures for 3 months of 2024 is TL 143,771 thousand (1Q 2023: TL 131,436 thousand).

Migros Ticaret A.Ş., which was issued an R&D Center certificate from the Republic of Türkiye Ministry of Industry and Technology, has been continuing with its technical research and development activities in areas of business and software development in 2024.

New practices are being developed at the Migros R&D Center for creating new and/or improving existing processes pertaining to retail activities carried out by the Migros head office in the stores and distribution centers. Applications that mostly contain innovative solutions integrated with technological hardware and smart systems helped to improve our work processes related with customers and suppliers.

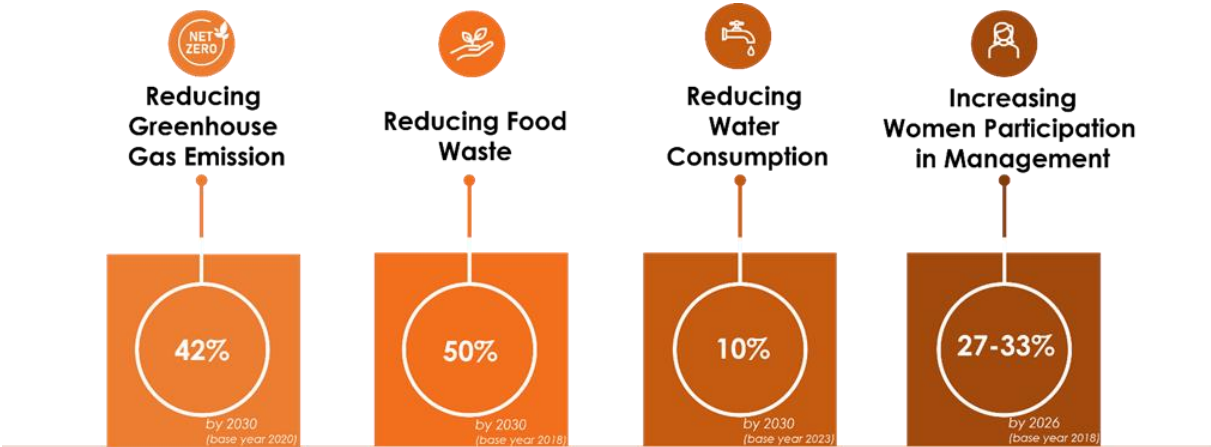
Our Sustainability Approach

The notion of sustainability is both the core of Migros’ business model and the engine that powers its efforts to create value for all of its stakeholders. Migros addresses sustainability-related environmental, social, and economic-priority issues, focus issues, and roadmap issues in its “Migros Better Future Plan”. To this end, activities are undertaken to address many different issues such as protecting biodiversity, supporting sustainable agriculture, preventing food waste, reducing plastic waste, combating climate change, standardizing product content information and making it more transparent, making products and services more accessible through digitalization, promoting gender and opportunity equality, and contributing to public wellbeing.

Migros announces in its annual report if the Company complies with the sustainability principles, the reasons of not complying to these principles, if any; and the impact on its environmental and social risk management because of not fully complying to these principles. There is not any material change in these announcements during the reporting period.

Migros’ 2023 Annual Integrated Report is posted on the Company corporate website (www.migroskurumsal.com).

The long-term sustainability targets of Migros are as follows;



Subsequent Events

Information about subsequent events is provided in the Note 22 of the Condensed Consolidated Financial Statements for the Interim Period 1 January – 31 March 2024 of the Company.