

**RULES OF PROCEDURE
FOR THE
MİGROS TİCARET A.Ş.
BOARD OF DIRECTORS
SUSTAINABILITY COMMITTEE**

1. 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.

2. MANDATE

- 2.1. 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.
- 2.2. 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.

- 2.3. 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.
- 2.4. 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.

3. ORGANIZATION OF THE COMMITTEE AND MEETINGS

- 3.1. The Sustainability Committee shall consist of at least 3 (three) members of the Board of Directors.
- 3.2. Members of the Sustainability Committee shall elect a chairman from among themselves.
- 3.3. The Sustainability Committee shall be reappointed during the first Board of Directors meeting held after the Company's annual Ordinary General Assembly Meeting. If it is not reconstituted as specified, the members of the old committee shall continue to serve on the committee in case they continue to serve as members of the Board of Directors.
- 3.4. The Anadolu Group Corporate Affairs, Communications and Sustainability Director, the Company's Corporate Communication Group Director, Sustainability Management Group Manager, Financial Affairs Executive Committee Member, an Investor Relations and Risk Management Director shall participate in Sustainability Committee meetings without holding voting rights. The Sustainability Management Group Manager shall serve as the Committee's secretary.
- 3.5. The Company's Chairman of the Board of Directors and the Chief Executive Officer may participate in Sustainability Committee meetings without holding voting rights.
- 3.6. The Board of Directors shall provide all resources and support required for the Sustainability Committee to perform its duties. The Sustainability Committee may invite and ask for the opinion of any director it may deem necessary.
- 3.7. The Sustainability Committee may make use of independent expert opinions it may deem necessary with respect to its activities. The Company shall bear the cost of any consultancy services required by the Committee.
- 3.8. The Sustainability Committee shall meet at least twice every year. If necessitated by circumstances or requested by a majority of the Committee's members, the Committee may meet more times.
- 3.9. Members of the Sustainability Committee may hold electronic meetings.
- 3.10. The quorum for a meeting of the Committee shall consist of a majority of the total number of members and resolutions may pass with a majority of the votes of those present.

- 3.11. The secretary of the Sustainability Committee shall prepare an agenda for the meeting and present it to the Committee Chairman's approval.
- 3.12. The minutes for the Sustainability Committee meetings shall be prepared by Committee secretary and approved by the Committee Chairman and members present at the meeting. These minutes are saved as part of the Company's corporate records, distributed to the members of the Committee with one copy being submitted to the Chairman of the Board of Directors for informational purposes.

4. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Sustainability Committee are as follows:

- 4.1. To review the effects of the Migros Better Future Plan, which was created to establish the Company's sustainability strategy and road map and ESG goals on the Company's labor force, value creation ability and long-term sustainability within the context of financial, environmental, social and corporate governance and offer advice to the Board of Directors.
- 4.2. To review, comment on and provide guidance regarding plans and actions pertaining to the Company's environmental responsibility in areas such as the fight against climate change, food waste, and plastic pollution and support for sustainable agriculture.
- 4.3. To review, comment on and provide guidance regarding policies, procedures, plans, and actions covering human rights, gender equality, equal opportunity, inclusivity, social responsibility and ethical compliance throughout the Company's value chain.
- 4.4. To periodically review and submit to the approval of the Board of Directors the performance metrics, reporting standards as well as the Company's performance according to such metrics as established by the Sustainability Committee with respect to ESG.
- 4.5. To periodically evaluate how non-financial prioritized issues affect financial performance and the relationship between the Company's long-term strategy and ability to create joint value. To review and submit to the Board of Directors for approval the accuracy, correctness and suitability of the sustainability report, reports to ESG indices and sections of the integrated activity report that pertain to sustainability.
- 4.6. To review the risks arising from issues falling within the scope of ESG and when necessary to support the Board of Directors with respect to measures and actions taken for the management and mitigation of such risks. To regularly monitor updates on legislative developments on ESG matters and what effects these might have on the Company, to review and ensure that the internal procedures and policies required to comply with laws that have or will enter into effect are prepared in a timely manner.

4.7. To ensure that all stakeholders within the Company's ecosystem are included in the Migros Better Future Plan, which is the Company's sustainability strategy, as well as the ESG goals and policies formulated in line therewith.

5. EFFECTIVENESS

5.1. The Sustainability Committee shall offer advice to the Board of Directors, but these suggestions do not relieve the Board of Directors of its responsibilities and duties arising under the Turkish Commercial Code (Ref: article 25(9) of the CMB Communique no 22, Serial X).

5.2. The revision and updating of the Rules of Procedure at any point in the future as and when necessary falls within the authority of the Board of Directors.