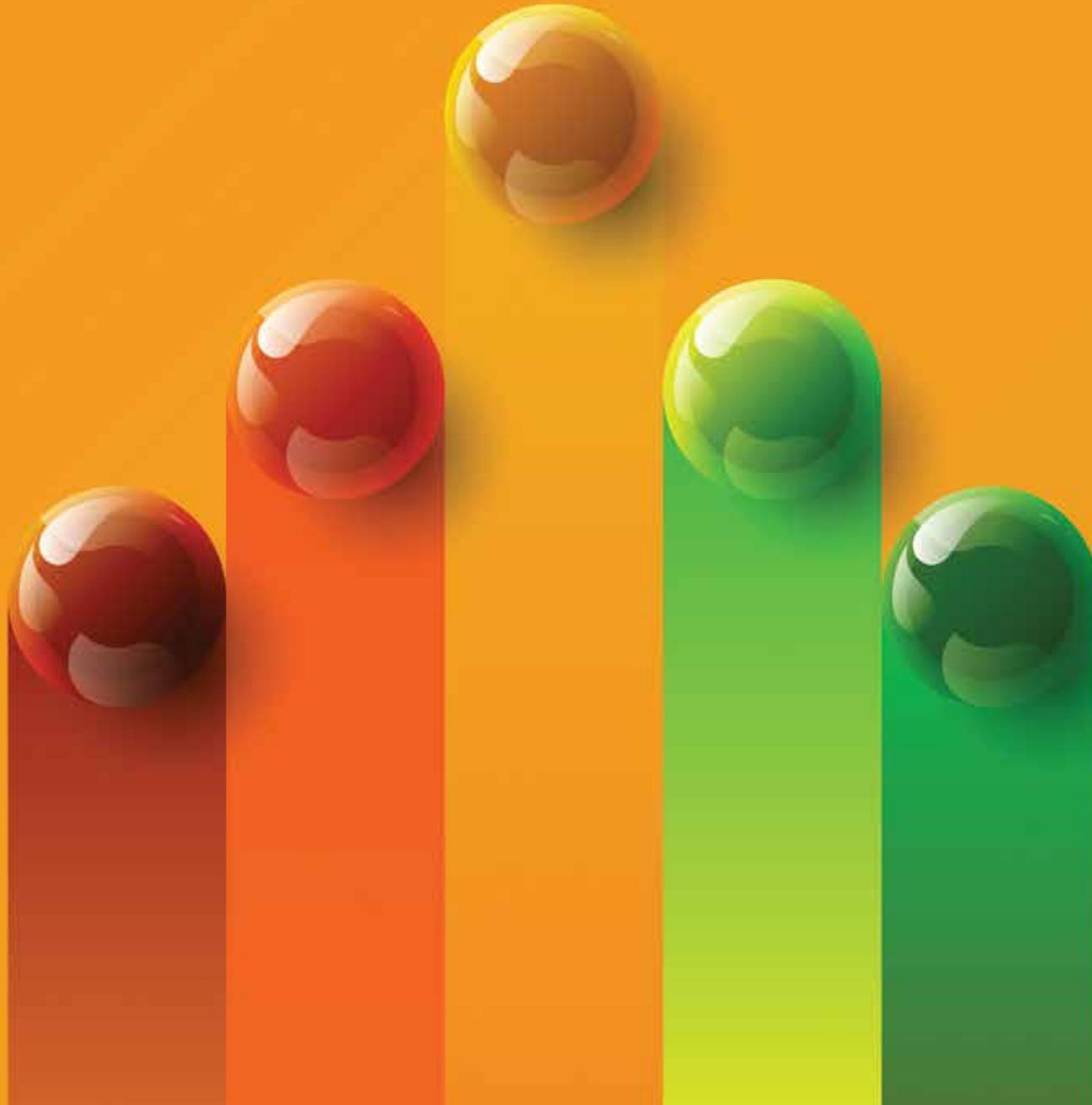


MiGROS

CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT 2022



Corporate Governance Principles Compliance Report

CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

Migros Ticaret A.Ş. (“Migros”, “the Company”, “our Company”)

Address	Atatürk Mah. Turgut Özal Bulvarı No: 7 34758 Ataşehir / İstanbul
Trade Registry No.	659896
Mersis (Central Registration System) No.	0622052951300016
Phone	+90 216 579 30 00
Customer Care Line	0850 200 4000

For renewal of its corporate governance rating, our Company signed a new agreement covering its second rating period on 15 October 2021 with SAHA Kurumsal Yönetim ve Kredi Derecelendirme Hizmetleri A.Ş. (“SAHA”), which is authorized to carry out rating in Türkiye in accordance with the CMB’s Corporate Governance Principles.

Our Company’s Corporate Governance Rating, which was determined as 9.67 (96.69) on 28 December 2021, was affirmed as 9.67 (96.70) by SAHA on 28 December 2022.

The individual scores assigned for each heading to our Company are presented below:

Headings	Weight	Assigned Score (%)
Shareholders	25%	95.83
Public Disclosure and Transparency	25%	98.45
Stakeholders	15%	99.51
Board of Directors	35%	94.88
Average	100%	96.70

Migros’ publicly-traded shares were included in the BIST Sustainability Index when that index was launched nine years ago and have remained in it ever since. Migros is also the only food retailer whose shares are included in the BIST Sustainability 25 Index that was launched in 2022.

PART I - STATEMENT OF COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES

Migros attaches great importance to the implementation of corporate governance principles as prescribed by capital market laws and regulations, the Turkish Commercial Code, and other regulatory requirements. Migros is aware of the benefits that the implementation of these principles will have for the Company, for its shareholders, and ultimately for the country as a whole. Our corporate governance practices are constantly being reviewed and improvements are made in them where necessary both so that we may be in compliance with Corporate Governance Principles Communiqué II-17.1 and so that we may be an exemplary company on such issues.

Our Company has adopted the main principles of Corporate Governance which are:

- Fairness
- Transparency
- Responsibility
- Accountability.

A corporate governance committee was formed within the Board of Directors in 2007 and charged with overseeing corporate governance matters throughout the Company and with supervising the Investor Relations Department. Capital market laws and regulations mandate that a corporate governance committee be set up and that its head be chosen from among the Company’s independent board members.

In a Board resolution passed on 6 May 2022, Hüseyin Faik Açıklalın, Esel Yıldız Çekin, Recep Yılmaz Argüden, Mehmet Hurşit Zorlu and Affan Nomak were elected to seats on the Corporate Governance Committee. Independent Board member Hüseyin Faik Açıklalın functions as the Committee Chairman.

Our corporate website (www.migroskurumsal.com) is regularly updated in order to provide information on the Company to our shareholders. In addition, dedicated websites are available on each of our Company’s formats for the information of the general public and our stakeholders. In addition to forming a part of its annual report, Migros’ corporate governance principles compliance report may also be found in the “Investor Relations” section of its corporate website and on the Migros page of the Public Disclosure Platform (KAP).

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The most recent version of the Company's articles of association that are in conformity with the Turkish Commercial Code and the Capital Market Law are posted on the corporate website (www.migroskurumsal.com) and on KAP.

Our Company is a member of the Investor Relations Association (TÜYİD) and the Corporate Governance Association of Türkiye (TKYD).

PART II - SHAREHOLDERS

2. 1 Investor Relations

The Investor Relations Department was set up under the responsibility of the assistant general manager for finance. The Investor Relations Department acts in compliance with the requirements of Turkish Commercial Code, capital market laws and regulations and with CMB regulations, communiques, and principles in the conduct of its activities. The Investor Relations Department is actively involved in making it easy for shareholders to protect and exercise their rights, including but not limited to, their rights to obtain information and to examine the Company's records.

- The main duties and responsibilities of the Investor Relations Department are as follows;
- Manage general assembly meeting-related matters in compliance with the requirements of laws and regulations and of the Company's articles of association;
- Conduct matters related to share capital increases;
- Conduct matters related to dividend payments;
- Represent the Company before such agencies as the Capital Markets Board (CMB), Borsa İstanbul, the Central Registry Agency (MKK), and Takasbank and liaise with them;
- Maintain records pertaining to the Board of Directors, to committees set up within the board, and to general assembly meetings;
- Provide the Public Disclosure Platform with information about material events as required by the Public Disclosure Communique (VII-128.6), the Material Events Communique (II-15.1), and other pertinent regulatory requirements;
- Keep track of all matters related to public disclosures covered by the Company's public disclosure policy;
- Prepare documents that may be useful to shareholders at general assembly meetings and ensure that shareholders have easy access to these documents;

- Keep track of the requirements of laws and regulations and of CMB legislation;
- Inform senior management of matters and issues with which the Company must be in compliance;
- Prepare the Company's quarterly and annual reports;
- Coordinate efforts and activities related to Corporate Governance in harmony with the Corporate Governance Committee;
- Prepare quarterly and annual informational presentations and bulletins;
- Provide investment banks/brokerage analysts, fund managers, shareholders, and other stakeholders with information about the Company to the extent allowed by the Company's disclosure policy;
- Propose changes to keep the articles of association in compliance with current laws and regulations;
- Maintain regular and up-to-date records of all communication with investors;
- Keep abreast of and analyze information about competitors and the sector;
- Respond to shareholders' queries and requests for information to the extent allowed by the Company's disclosure policy;
- Have shareholders' paper-form securities dematerialized;
- Contribute to the initiatives and efforts regarding sustainability.
- Coordinate the changes and developments in relation to Borsa İstanbul Corporate Governance and Sustainability Indices, in which the Company is included,
- Handle the processes related to the Company's corporate bond issuances,

The Investor Relations Department frequently prepares and submits to the Board of Directors a report of its most recent activities. Additionally, the Corporate Governance Committee makes quarterly presentations on the Company's corporate governance practices and investor relations activities.

All shareholders who wish to obtain information about the Company may submit their requests by email to yatirimci@migros.com.tr and/or by calling +90 850 200 4000 Customer Service Line and +90 579 3405. All other channels of communication are also available to shareholders.

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Member of the Executive Committee (CFO): Ferit Cem Doğan

Email: cemdo@migros.com.tr

Investor Relations and Risk Management Director: Dr. Affan Nomak

Email: affann@migros.com.tr

Capital Market Activities Level 3 License No: 204627

Corporate Governance Rating Specialist License No: 700482

Investor Relations and Corporate Compliance Manager: Ahmet Hüsametdin Özkök

Email: ahmeto@migros.com.tr

Capital Market Activities Level 3 License No: 209815

Corporate Governance Rating Specialist License No: 702068

The activities of the Company in 2022 are itemized below.

- Teleconferences conducted during the year: 4
- Investor presentations concerning the Company's financial results: 4
- Financial press releases concerning the Company's financial results: 4
- Material event disclosures sent to the Public Disclosure Platform: 75
- Board of Directors resolutions passed: 77
- Domestic and international conferences and roadshows taken part in: 7
- Analysts and fund managers met with during the year: 250+

2.2 Shareholders' Rights to Information Disclosure Informing

The Investor Relations Department endeavors to respond to requests for information about the Company that it receives as quickly as possible and without making any distinctions among shareholders. Mindful of shareholders' right to be informed and of their right to have simultaneous, convenient access to information, announcements about the Company are also published on the Company's corporate website.

Immediately after each announcement of the Company's quarterly results, teleconferences concerning the investor presentation published on our website were conducted. During these teleconferences, detailed information was provided about the presentation.

The shareholders' right to receive and review information as stipulated by the law is not eliminated or restricted neither by any provision contained in the Company's articles of association, nor by any practice based on the Company management's decision.

Auditing

At the meeting of the Board of Directors of Migros, held on 28 March 2022, it was decided according to the proposal by our Audit Committee that PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. be elected as the independent audit company for the 2022 fiscal year. This decision was submitted to the General Assembly for approval, according to the Board's resolution.

The Migros general assembly of shareholders voted to approve, as the Company's independent auditor for 2022, DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., which had been selected by the Board of Directors.

A two-member Audit Committee has been formed by the Board of Directors of Migros. Under article 4.5.3 of the CMB's "Communiqué concerning corporate governance principles (II-17.1)", all of the members of the Audit Committee must be selected from among the Company's independent board members.

At a meeting of the Board of Directors on 6 May 2022, a resolution was passed to reconstitute the Audit Committee as a two-person body whose members are both independent board members and Şevki Acuner and Barış Tan were elected to fill these seats. As also required by Capital Markets Board regulations, Şevki Acuner was designated as the committee's chairman.

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The Company's articles of association contain no provisions that complicate the conduct of a special audit. The Company management avoids undertaking any transaction that would complicate the execution of a special audit. No requests for performance of a special audit at the Company have been received during the reporting period.

The internal audit activities of the Company are discussed in the relevant sections of the Corporate Governance Principles Compliance Report.

2.3 General Assembly Meetings

Attention is given to covering all issues whose discussion is statutorily mandated when determining items for the agendas of general assembly meetings. Care is taken to express general assembly agenda items clearly and to include each item under a separate and specific heading. General assembly meeting announcements are published in the Turkish Trade Registry Gazette, on the Public Disclosure Platform (KAP), on the Central Registry Agency's (MKK) electronic general assembly portal (e-GAM) and e-Company portal, and on the Company's corporate website so as to give all shareholders convenient access to these announcements. A general meeting information document containing detailed information about agenda items, the CVs of company directors, the Board of Directors' proposal on dividends and their payment schedule (including reasons for not paying a dividend), and other relevant information is published on the Migros corporate website (www.migroskurumsal.com), as well as on the KAP, e-GKS, and e-Şirket portals.

General assembly meetings are held physically at the Company's headquarters (Atatürk Mahallesi, Turgut Özal Bulvarı No: 7, 34758 Ataşehir, İstanbul) and are simultaneously conducted electronically through the electronic general assembly system. General assembly meetings are open to all stakeholders and are attended by media representatives.

Company officers responsible for the preparation of financial statements and a representative of the independent auditor attended the general assembly meeting so as to provide such information as might be needed and to respond to any questions.

A separate item concerning charitable donations provided during the year is included in general assembly meeting agendas and shareholders are provided with information about them.

Annual General Assembly Meeting

The annual general assembly meeting at which Migros' 2021 activities and accounts were examined took place on 21 April 2022 at 14:00 at the Company's head office building located at the address of Atatürk Mahallesi, Turgut Özal Bulvarı No: 7, 34758 Ataşehir, İstanbul and it was also simultaneously conducted electronically through the MKK's e-GAM. The meeting was observed by ministry representative Şafak Yerli, who had been charged with this duty by İstanbul Trade Directorate letter E-74017874 dated 20 April 2022.

2021 balance sheet and income statement, the Board of Directors' annual report, independent auditors' report, and proposal for the distribution of the year's dividends were made available for the examination of shareholders at the Company's headquarters, on its corporate website at www.migroskurumsal.com, and on the electronic general assembly portal during the three weeks preceding the meeting.

An examination of the attendants list showed that 11,096,868,177.2 shares out of a possible 18,105,423,300 corresponding to TL 110,968,681.772 of the Company's TL 181,054,233 in capital were represented at the meeting.

Immediately after the meeting, its minutes and attendants list were reported to the Public Disclosure Platform and were also published under the "Information about general assembly meetings" heading of its corporate website at www.migroskurumsal.com. General meeting decisions involving matters that are subject to mandatory registration were registered with the İstanbul trade registry and announced in issue 10570 of Türkiye Ticaret Sicili Gazetesi on 29 April 2022. Prior to the meeting, no shareholders submitted any proposals for items to be included in the meeting's agenda.

The total amount of charitable donations and aids made during the reporting period have been presented for the information of shareholders at the Company's Annual Ordinary General Assembly Meeting. In 2021, the Company's charitable donations to organizations and campaigns including Turkish Education Foundation, Anadolu Education and Social Assistance Foundation, Koç University, Aegean Forest Foundation, Educational Volunteers Foundation of Türkiye, etc. amounted to TL 725,378.62.

Under the CMB Corporate Governance Communiqué App. 1, principle no. 1.3.6, shareholders were informed that there were no material transactions carried out in 2021, which were of the nature mentioned in the said principle.

The decisions passed at the 2021 Ordinary General Assembly Meeting have been carried out.

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2.4 Voting Rights and Minority Rights

As is stipulated in Migros' articles of association, there are no special voting rights at the Company. All votes are of equal weight. Every shareholder at a general assembly meeting is entitled to cast as many votes as the number of shares that they hold. There are no shareholders with cross-shareholding interests. The articles of association provide for no special privileges and/or similar rights with respect to representation on the Board of Directors. Four of the twelve members of the Board of Directors are independent members.

The Company avoids engaging in any and all manner of practices that might obstruct the exercise of shareholders' voting rights and takes maximum care to make sure that the Company's minority rights are exercised in view of the applicable legislation and the provisions of the articles of association.

Those who are entitled to cast votes at general assembly meetings may exercise those rights personally and they may also designate a proxy, who may or may not be a shareholder themselves, to do so on their behalf. A specimen of the proxy statement for shareholders not personally attending a meeting is posted at the Company's headquarters, on its corporate website (www.migroskurumsal.com), and at the Public Disclosure Platform (KAP) and the MKK's e-GAM portal and is also published in the Turkish Trade Registry Gazette along with the general assembly meeting summons.

Voting on agenda items at general assembly meetings is by an open show of hands by shareholders who are physically present; electronic voting is provided for shareholders who are attending meetings in an electronic environment. Once voting has been completed, the results of physically cast and electronically cast votes are consolidated in the e-GAM.

2.5 Dividend Rights

There are no privileges regarding participation in the Company's profit. Profits are distributed within statutorily prescribed periods of time and as soon as possible after a general assembly meeting has taken place. The actual payment dates are determined by the general assembly.

Payment of dividends has always been an important matter for Migros, which always aimed to protect the interests of its shareholders. The utmost attention is given to the fine balance between the growth strategy and dividend payment policy.

Dividend Policy

"Taking the Company's long-term strategies, investments, financing plans, and profitability as well as compliance with CMB communiqués and regulations into account, the Board of Directors

may submit, for the approval of the general assembly, a proposal that a portion—such as may be determined by the board—of current-year profit be paid out as cash, or as bonus shares, or as a specific mix of these two or else that it be retained within the Company.

When a general assembly decides to distribute profits it may itself determine when the dividends are to be paid and similarly it may also authorize the Board of Directors to make such a determination. In all cases, the payment of dividends must begin no later than the end of the fiscal year in which was held the general assembly meeting at which the decision to pay them was taken. Matters related to dividend payments specified in the Capital Markets Law and in CMB communiqués must also be complied with.

There are no shares in the Company that are entitled to special dividend rights; neither is there anyone who is entitled to a share of company profits who is not a shareholder

The company's 2021 consolidated financial statements, which were compliant with Capital Markets Board regulations, showed a net current profit of TL 358,880,830.86. However, there was no distributable profit due to the company's accumulated prior-year losses. Because of this, the Board of Directors submitted a proposal not to pay a 2021 dividend and this proposal was approved by shareholders at the general meeting on 21 April 2022.

2.6 Transfer of Shares

The Company's articles of association contain no provisions restricting the transfer of its shares. Transfers of the Company's shares are subject to the provisions of the Turkish Commercial Code and of capital market laws and regulations. Subject to the satisfaction of specific conditions, the Company may acquire its own shares and accept them as collateral.

The Company's capital structure as of 31 December 2022 is as follows:

Migros Ticaret A.Ş. Shareholder Structure

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

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PART III - PUBLIC DISCLOSURE AND TRANSPARENCY

3.1 The corporate Website and Its Content

Any and all manner of information and announcements that might have an impact on the exercise of shareholders' rights is made available to shareholders on an up-to-date basis via the corporate website. The website addresses all of the matters set forth in Corporate Governance Principles.

The Company has a dedicated website for each one of its formats. Our corporate website contains the following sections and their associated sub-sections:

- About Us
- Investor Relations
- Sustainability
- Media
- Career
- Contact Us

Besides addressing the matters set forth in section 2.1 ("Corporate Website") of CMB Corporate Governance Communique II-17.1, the Migros corporate website also contains information about many other subjects.

The Investor Relations section of our corporate website covers the main headings of "Corporate", "Financial Information", "General Assembly", "Contact Us" and "Frequently Asked Questions". Our investors can find more detailed information about Migros in the subsections under these main headings. Our "Investor Relations" page is updated as circumstances warrant and as required by law. Every effort is made to make such information easily accessible to stakeholders.

The corporate website also contains trade registry information and the shareholding structure in Turkish and English as required by law.

In addition, the Company's "Privacy and Data Security Policy" is also available at our corporate website. The Policy is intended to clarify the types of data we collect, the reasons and methods of data collection, the purposes such data are used for, and the steps taken to ensure their security.

3.2 Annual Report

The annual report is prepared in such a way as to contain all of the matters specified in the Turkish Commercial Code, in "Regulations concerning the determination of minimum content in companies' annual reports" (published in issue 28395 of Official Gazette on 28 August 2012), and in the corporate governance principles set forth in the appendix to CMB Corporate Governance Communique II-17.1. As so required, the Board of Directors has an annual report prepared that provides the public with complete and truthful information about the Company's activities.

The following information is provided under the "Board of Directors" heading of the corporate governance principles compliance report section of the annual report: statements pertaining to information about members of the Board of Directors, to duties that executives undertake outside the Company, and to the independence of independent members; information pertaining to committees set up within the Board of Directors that includes their working principles, members, frequency of meetings, and performance along with the board's assessments of the committees' effectiveness; information pertaining to the number of Board of Directors meetings held during the year and members' attendance at them.

The corporate governance principles compliance report also contains, in appropriate sections, information about: changes in the legal framework that may significantly affect the Company's activities; significant lawsuits filed against the Company and their potential consequences; conflicts of interest between the Company and those from which it obtains investment advisory, rating, and similar services along with measures taken by the Company to preclude such conflicts; cross-shareholding interests that involve more than a 5% capital stake; information about corporate social responsibility issues including employee rights, professional/occupational training, and other company activities that have social and/or environmental consequences.

PART IV - STAKEHOLDERS

4.1 Informing Stakeholders

Migros corporate governance practices observe stakeholders' rights as embodied in laws and regulations and in its contractual agreements. The Company keeps stakeholders informed about issues that may be of concern to them through a variety of communication channels including, but not limited to, its corporate website at www.migroskurumsal.com. Policies and procedures concerning stakeholders' rights (Anti-Bribery and Anti-Corruption Policy, Compensation Policy, Responsible Supplier Policy, etc.) are posted on the corporate website. Company employees,

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shareholders, and other individuals and entities with which the Company has a shareholding and/or business relationship may submit suggestions and complaints about such issues directly to company executives. All such submissions are considered and responded to as circumstances require.

Migros publishes the names and contact information of the department heads of the Company on its corporate website (www.migroskurumsal.com) thus making it possible for stakeholders to directly contact the manager overseeing a particular issue and direct their questions and opinions to the relevant person firsthand. The objective of this model is to allow for the establishment of a more transparent and effective communications model between the Company and its stakeholders.

Necessary mechanisms have been set up to let stakeholders report any violations of laws and regulations by the Company and any involvement by the Company in dealings that may be unethical, if applicable. 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 such issues.

The Company keeps shareholders and other interested parties informed through such means as press releases and investor presentations.

The section of the Migros Code of Conduct concerning employees is presented under the title of "Rules of Ethics" and other principles are presented below:

The Responsibilities of Migros Towards Other Companies

1. Migros abides by the law in all of its activities.
2. Migros does not derive any unlawful benefit from any person or entity under any circumstances. Procurement decisions regarding goods and services are made based on well-established and publicly disclosed criteria.
3. It is important for Migros that its business partners do not damage its image and reputation and that they respect the accepted business values of the Company.
4. Migros checks and monitors the services it obtains on an ongoing basis from other organizations to ensure that they are provided in full legal compliance.
5. Migros does not share the confidential information of its suppliers with any third party without permission.

Social Responsibilities of Migros

1. Migros strives to upgrade its service standards in order to satisfy the expectations of its customers.
2. Migros seeks to set an example for the community by fulfilling all of its tax and other obligations in a complete and timely manner.
3. Migros does not make any derogatory, derisive or offensive statements about other companies, organizations, products or individuals.
4. Migros takes the utmost care in all its activities to preserve nature and historic integrity while acting in accordance with customs and traditions of the community and observing legal rules and regulations.
5. Migros stands for business ethics in its industry and strives for the establishment, dissemination and adoption of these principles.

The responsibilities of Migros Employees Towards The Company

1. Migros employees categorically reject any pecuniary or non-pecuniary incentives which may come from any third parties within their areas of responsibility.
2. Migros employees inform their immediate superiors whenever they enter into a direct business relationship with a company in which a close relative is employed or he/she is a minority or majority partner.
3. Migros employees take utmost attention and care in their duties and they make every effort to ensure that the work they perform is higher in quality, faster and more efficient.
4. Migros employees are obliged to refrain from endangering the health and safety of themselves and of other employees who are affected by their actions and their jobs in line with the occupational health and safety training they received and with the employer's relevant instructions.
5. Migros employees are obliged to operate the machinery, equipment, devices, tools, dangerous materials, transportation equipment and other production machinery in the workplace in accordance with their respective guidelines, to properly use protective equipment, not to remove and change such protective equipment arbitrarily, and to cooperate with the employer and employee representatives to assure occupational health and safety in his/her respective job area, in accordance with the employer-provided training and instructions.

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6. Migros employees refrain engaging in any action or behavior which would damage the image and reputation of the Company and during work hours they comply with the generally accepted code of conduct and the dress policy of the Company.
7. Migros employees do not remain indifferent or silent in any situation which runs counter to the interests of the Company and shall notify the concerned business units.
8. Migros employees avoid waste by putting all the fixtures, tools and equipment owned by the Company to use for their intended purposes. The employees do not use the resources and facilities of the Company for their own private benefit.
9. Migros employees do not divulge any confidential or private information which they might be privy to due to their position or the work they perform outside the Company and they do not give interviews or make statements of any kind to any media organization without the prior consent of the Company management.

The responsibilities of Migros Employees Towards Other Employees

Migros employees do not share the private information regarding their co-workers they might be privy to with other third parties outside the Company. Our Company is against any and all sorts of behavior that will tarnish its employees' reputation and honor, or that constitutes infringement of its employees' personal and employment rights; and any and all sorts of harassment (psychological harassment, mobbing, sexual harassment) that disturbs physical, psychological and social health and negatively affects the working life of our employees and our Company, and aims to develop and maintain a fair and respectful working environment for all employees.

Migros employees are obliged not to endanger the health and safety of themselves and of other employees who are affected by their actions and their jobs in line with the occupational health and safety training they received and with the employer's relevant instructions.

General Responsibilities

"The Migros Business Ethics Committee" is responsible for dealing with issues that are not addressed by the principles set forth above.

4.2 Stakeholders' Participation in the Company Management

The employees' participation in management is regulated by internal guidelines. Article 7 of "The Company's Responsibilities toward its Employees" section of the Migros Code of Conduct reads as follows: "In matters that are related to employees, Migros seeks to include the opinions of its employees as much as possible in any decision concerning the future of the Company."

Accordingly, management of Migros gives a great deal of attention towards the achievement of this goal. Stakeholders' opinions are sought in material decisions bearing impact with respect to them. As part of our business conduct, Migros employees participate in the decision-making processes concerning their respective areas of work. Migros employees have the opportunity to communicate their new ideas, proposals and demands to the senior management of the Company and Members of the Board of Directors directly or electronically via intranet, the Company's internal communication platform.

The management body, through which our employees are represented at our stores, is the Workplace Union Representative committees. In addition to overseeing the enforcement of the provisions of the collective bargaining agreement, Workplace Union Representatives discuss the complaints and requests communicated by our employees or by our Company with the employer representatives. In addition, they are also represented in various committees such as the Occupational Health and Safety Committee on which they are members, and on committees set up for various projects.

A "Working Life Assessment Survey" is conducted every year by an independent research company in order to measure and further improve the levels of Migros employees' job satisfaction and company loyalty. The findings from the survey form the basis of new administrative decisions to be made each year.

An annual Goal-Awareness Workshop is conducted in order to ensure that the Company's targets and strategies are fairly, equally, and clearly understood by all Migros employees. Representatives attending the workshop have a direct impact on the determination of the Company's annual goals. The goals setting the main strategy of the Company are objectively deployed across all departments.

4.3 Human Resources Policy

Migros Human Resources aims to act as a strong business partner that recruits and develops the qualified, customer-oriented and differentiating human capital which will further improve the Company's leading position in the sector, and that helps achieve the goals for the entire organization.

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The Company has espoused an employment policy providing equal opportunities and succession planning for all key managerial positions. The said planning is reviewed every year by the senior management.

Information about company employees' job descriptions and accountabilities and about performance and reward criteria is provided for employees' information through the Migros Human Resources Portal.

Our Principles Strategic Use of Human Resources:

The Human Resources Department of Migros places the human element on a high pedestal by giving it great strategic importance and creates awareness of its strategic value in all of domestic and overseas units of Migros. Human resources strategies are designed to create and develop a reliable, fast and proactive organizational structure to sustain the industrial leadership of Migros in a competitive business environment. Employees are considered a strategic resource for it is believed that their experience and creativity would be the driving forces in the adaptation of the Company to fast-changing competitive environment and new markets.

Superior Business Ethics and Integrity:

In all dealings with employees, the Company accepts as a fundamental principle to act fairly, in good faith and in an understanding manner abiding by the rules of law and ethics.

Occupational Safety:

Migros assures its employees that it will fulfill all of its obligations towards them, including those at all of its subsidiaries, in compliance with the relevant laws and regulations. The Company, in order to ensure the safety of its employees in the workplace, complies not only with all legal requirements and regulations stipulated by the Labor and Occupational Safety Law but also with the industry standards on ergonomics and improvement of the working environment. Civil defense activities, which are of great importance for our country, and theoretical and practical training are also provided in cooperation with the concerned public institutions.

Equal Opportunities:

Migros provides services to its customers both in Türkiye and abroad through an employee workforce comprising of individuals coming from many different linguistic, religious and ethnic backgrounds. All human resources-related decisions from recruitment and placement to compensation are governed by job position profiles defined in detail. Through the human resources staff evaluation systems, Migros objectively monitors and assesses the competencies, skills and performances of its employees by common principles applied to all. Migros provides equal training, promotion, and career development and compensation opportunities to each of its employees based on the evaluation results through the Integrated Human Resources systems deployed by the Company.

Human Resources Management:

The management of human resources processes and relations with employees at our Company, in line with established human resources policies and principles, is the responsibility of the Chief Human Resources Officer ; this function is clearly defined and undertaken within the regulations and business ethics principles of the Company.

Participation and Transparency:

Managers and employees at Migros' domestic and overseas subsidiaries are the integral parts of human resources practices at Migros. Employees are updated on their roles and responsibilities regarding human resources policies and provided with guidance in fulfilling those responsibilities.

Human resources policies and processes are shared with employees on a regular basis by means of the communications resources (intranet, e-mail, distance learning and meetings) of the Company. Employees have access to employee evaluations and are able to receive training and information on the practices and can monitor their individual results.

Assemblies are also conducted as necessary to inform and discuss with employees issues of concern to them such as the Company's financial standing, compensation, career paths, training, and health.

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Competitiveness:

Migros plans and manages the professional development of its employees to help them sustain their competitiveness not only within the Company itself but also on a professional level so as to allow the contribution of positive values to the economy, environment and community.

Commitment to Shared Values:

Our Corporate Culture is based on our shared values. These values are:

1. Reliability
2. Leadership
3. Empathy
4. Customer-orientation
5. Productivity
6. Innovativeness.

Actions of employees contradicting the Company's shared values are dealt with appropriately and impartially through the warning system and disciplinary committee procedures. Conducting relations with employees at Migros is the primary function of the Industrial Relations Department. The objectives of this Department are to ensure that all laws and regulations are fully complied with by the Company, oversee the legal and contractual rights of the employees and manage employee rights so as to maintain labor peace and fulfill all legal obligations.

Our employees who have completed one working year with our Company receive indemnity payment in cases set out by the law, and necessary financial provisions are set aside for this purpose, which are publicly disclosed in our financial statements.

4.4 Code of Ethics and Social Responsibility

The Principles of Business Ethics of Migros are grouped under the following headings:

- The responsibilities of the Company towards its employees
- The responsibilities of employees towards the Company

- The responsibilities of Migros towards other companies
- Responsibilities of the Company towards the society
- General responsibilities.

The responsibilities of the Company towards its employees and the information about the other categories of business ethics principles have been described in the various sections of this Corporate Governance Compliance Report. The Migros Code of Ethics may be accessed from the Company's corporate website at www.migroskurumsal.com.

The Company considers its employees as one of its most valuable assets in today's tough market conditions. One of our Company's greatest competitive advantages is its experience in the industry and qualities possessed and continuously improved by its employees.

The responsibilities of Migros towards its employees:

1. Migros is in full compliance of its legal obligations to its employees; in situations where the requirements of law are ambiguous, Migros consults professionals who are experts in the relevant fields.
2. Migros protects the rights of its employees within the framework of its business ethics rules in situations where laws do not sufficiently address to.
3. Candidates for employment, promotion and appointment are evaluated based on their qualifications; all employees are provided equal opportunity.
4. Migros does not get involved in the personal affairs or private lives of its employees and holds all of the private information about its employees in strict confidence.
5. Migros helps its employees to develop professionally and personally by providing them training.
6. Migros does not discriminate on the basis of sex, age, ethnic origin or religion.
7. In matters that are related to employees, Migros seeks to include their opinions as much as possible in any decisions that are related to the future of the Company.

Corporate Governance Principles Compliance Report

8. Migros provides hygienic and safe working conditions as dictated by the requirements of law and circumstances, and seeks to improve them to the best of its ability.

9. Migros holds private information about its employees that it may receive through various means in strict confidentiality and does not divulge any of it (e.g. medical records, shopping habits, economic data, and the like).

Within the framework of its ethical guidelines, Migros defines its responsibilities to society as follows.

1. Migros strives to satisfy the service quality standards that its customers expect of it.
2. Migros seeks to fulfill its tax and other legally prescribed obligations in a complete and timely manner and to conduct itself in an exemplary manner in the public eye.
3. Migros makes no statements that could be deemed to be condescending, sarcastic or offensive concerning other companies or organizations, goods, or individuals.
4. Migros takes pains in the conduct of its activities to protect the natural environment, to avoid harm to the historical heritage, and to act in keeping with customs, habits, and traditions. Migros complies with the requirements of law on all such issues.
5. Migros stands for business ethics in its industry and strives for the establishment, dissemination and adoption of these principles.

Migros' corporate culture includes its concern for public health and hygiene, sensitivity toward identifying and satisfying societal needs, organization of and participation in exemplary educational, cultural, athletic and social activities essential for social development as well as its corporate identity as an "Honest Retailer" sensitive to the environment.

As required by its sense of corporate social responsibility, Migros operates in compliance with laws, the rules of ethics, and respect for human rights in the conduct of all consumer-related services; fulfills the responsibilities incumbent upon it in the furtherance of registered-economy activities that give back to society by enriching national resources; contributes to formal employment through its upholding of statutorily-mandated employee rights. The Company also shares its sense of social responsibility with its social stakeholders - employees, suppliers, subsidiaries, investors and consumers and with the public at large. Great importance is given to supporting and spreading of such pioneering and value-adding practices for the improvement of the society.

Migros is aware a good reputation can be ruined in a single blunder. Migros acts ethically and with integrity in every practice it engages in. The Company is well aware that trust cannot be won easily, and that it is a bond that grows and develops slowly over a long period of time between

a company and its customers and that once broken, cannot be saved by quick fixes. Migros has been protecting the good health and rights of its customers since its inception. Many innovative practices introduced by Migros encourage good shopping habits and foster consumer awareness. These practices subsequently became industry standards and some have even been made into law.

Detailed information about the Company's social responsibility activities is provided in appropriate sections of the annual report.

PART V - BOARD OF DIRECTORS

5.1 Structure and Composition of the Board of Directors

All of the members of the Migros Board of Directors possess the qualifications required of them in article 4.3 of CMB Corporate Governance Communiqué II-17.1. All of them are professionals distinguished by virtue of their exemplary business knowledge, experience, and background.

The Board of Directors identifies strategic objectives taking into account both the requirements of laws and regulations and the Company's articles of association and internal directives. The board formulates the most appropriate balance among between growth and the issues of risk vs return in line with these objectives and, mindful of the Company's long-term interests, administers the Company transparently, accountably, justly, and responsibly.

The Migros Board of Directors consists of twelve members, all of whom are elected by shareholders at a general assembly meeting. The board's membership consists of non-executive board members, except Ömer Özgür Tort. Among the board members are independent members who have the ability to act with absolute impartiality in the conduct of their duties.

According to article 4.3.4 of CMB Corporate Governance Communiqué II-17.1, the number of independent board members must not be fewer than one-third of a board's total membership. When determining how many independent board members a board must have, fractions are rounded up to the nearest whole number but in no case may the number of independent board members be fewer than two. In compliance with this rule, four of the twelve members of the Migros Board of Directors are independent members.

Under the articles of association, board members serve for three-year terms at most unless a shorter term of office is specified at the general assembly meeting at which they are elected.

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A board member whose term of office expires may be reelected. Shareholders assembled in a general assembly meeting may, for just cause and at any time that they deem such action to be necessary, dismiss any board member whether or not such an item is on the meeting agenda.

The Corporate Governance Committee, which performs the duties of a nomination committee at Migros, has created a pool of prospective independent board members during 2022 and the nominees have been presented in a report to the Board of Directors.

There are no binding rules governing board members, other than independent board members, undertaking duties outside the Company. However, the conditions stipulated in the Corporate Governance Communiqué are abided by with respect to outside duties undertaken by independent board members. According to the limitation imposed, they may not serve as independent board members at more than three companies where shareholders having management control over the Company have management control and in the aggregate, at more than five companies traded on the stock exchange. The duties board members undertake outside the company are presented for the information of shareholders through the General Assembly Information Document at the General Assembly Meeting.

Migros Corporate Governance Committee has set a target (25%) for assignment of women members on the Board of Directors, and has made a recommendation in writing to the Board of Directors. The Board of Directors set the minimum ratio of women members as 25% and formulated a policy to achieve this goal. As a matter of principle, there are no barriers to women serving as members of the Board of Directors, at a number which will not be less than 25% of the number of all members. It has been reckoned that women members possessing academic and industrial experience who will contribute value to the Company can serve on the Board of Directors.

The composition of the Board of Directors is reviewed annually, upon which the Board of Directors devises plans accordingly. Esel Yıldız Çekin, a member of the Board of Directors, has been serving on the Migros Board of Directors since 29 April 2020. Consequently, one woman member has been serving on the Company's Board of Directors composed of 12 members.

Board of Directors			
Name	Title	Appointed on	Term
Tuncay Özilhan	Chairman (Non-executive)	21 April 2022	1 Year
Kamilhan Süleyman Yazıcı	Vice Chairman (Non-executive)	21 April 2022	1 Year
Tuğban İzzet Aksoy	Member (Non-executive)	21 April 2022	1 Year
Mehmet Hurşit Zorlu	Member (Non-executive)	21 April 2022	1 Year
Esel Yıldız Çekin	Member (Non-executive)	21 April 2022	1 Year
Rasih Engin Akçakoca	Member (Non-executive)	21 April 2022	1 Year
Recep Yılmaz Argüden	Member (Non-executive)	21 April 2022	1 Year
Ömer Özgür Tort	Member and CEO (Executive)	21 April 2022	1 Year
Hüseyin Faik Açıkalın	Independent Member (Non-executive)	21 April 2022	1 Year
Şevki Acuner	Independent Member (Non-executive)	21 April 2022	1 Year
Emre Ekmekçi	Independent Member (Non-executive)	21 April 2022	1 Year
Barış Tan	Independent Member (Non-executive)	21 April 2022	1 Year

Corporate Governance Principles Compliance Report

Independent Board Members' Affidavits

To the Board of Directors of Migros Ticaret Anonim Şirketi ("the Company"):

Owing to my having been proposed as a candidate for a seat as an independent board member on your Company's Board of Directors at your Company's general assembly meeting for the year 2020, I hereby declare and wish it to be known by all Company organs, shareholders, and other interested parties that I am a candidate to serve as an independent board member at the Company within the framework of the Company's articles of association and the criteria of the Capital Markets Board's Corporate Governance Principles and that I possess the qualifications to do so and furthermore:

a) That neither I, nor my spouse, nor any relative of mine whether by blood or by marriage unto the second degree, have, within the most recent five years, entered into any employment relationship in an administrative capacity involving significant duties and responsibilities, owned more than 5% of the capital or voting rights or privileged shares either jointly or individually, or have established a significant commercial relation with the Company, or with corporations over which the Company holds management control or significant influence or with shareholders who hold management control over the Company or have significant influence over the Company, or with legal entities controlled by these shareholders,

b) That within the most recent five years, I have not been a shareholder (5% and more), not worked in an administrative capacity undertaking significant duties and responsibilities or not served as a member of the board of directors in any company, particularly companies involved in the Company's auditing (including tax audit, statutory audit, internal audit), rating, or consulting functions that the Company purchases or sells a substantial amount of goods or services within the framework of the contracts executed, during the period of such sale or purchase,

c) That, as may be seen from my resume, I am possessed of the professional training, knowledge, and experience necessary to duly fulfill the duties I shall undertake as an independent member of the Board of Directors;

d) That, as of the date on which my candidacy for board membership was proposed and this affidavit is submitted, I am not a full-time employee of any public agency or organization and that, if elected, I shall not be for the duration of my term of office;

e) That I am a resident of Türkiye as defined in the Income Tax Law; *

f) That I am possessed of ethical standards and of professional repute and experience sufficient to enable me to make a positive contribution to the Company's affairs, to maintain my impartiality in any disputes that may arise among the Company's shareholders, and to come to decisions freely on the basis of all stakeholders' interests;

g) That I will be able to devote to the Company's affairs an amount of my time sufficient to keep track of the conduct of the Company's activities and to fully satisfy the requirements of the duties I will be undertaking

h) I have not served as a member on the Company's board of directors for more than six years within the last ten years,

i) I have not served as an independent board member in more than three companies over which the Company or the controlling shareholders of the Company hold management control and in more than five listed companies in total.

Hüseyin Faik Açıkalın	Şevki Acuner	Emre Ekmekçi	Barış Tan
Independent Member of Board of Directors	Independent Member of Board of Directors	Independent Member of Board of Directors	Independent Member of Board of Directors

* Valid for members residing in Türkiye.

Corporate Governance Principles Compliance Report

5.2 Operating Principles of the Board of Directors

As specified in corporate governance principles, the Board of Directors conducts its activities in line with the corporate governance principles of transparency, accountability, fairness, and responsibility. Taking the opinions of its internal committees into account, the Board of Directors devises internal control systems that incorporate risk management and information mechanisms and processes capable of minimizing the adverse impact of risks that might affect company stakeholders. The effectiveness of risk management and internal control systems is reviewed at least once a year. Information about the functionality and effectiveness of the internal control system is provided in the annual report.

As required by CMB Corporate Governance Communiqué II-17.1, the Board of Directors plays a proactive role in ensuring effective communication between the Company and its stakeholders and in addressing and resolving any disputes that may arise. To accomplish this, it cooperates closely with the Corporate Governance Committee and with the Investor Relations Department. During 2022 the Migros Board of Directors passed 28 resolutions on a variety of subjects. Majority of the full membership were present at every meeting in which these decisions were taken and the decisions were passed by a majority of those in attendance. Under the articles of association, invitations to board meetings may be sent out by the chairman (or his deputy) at least three days in advance of the meeting date by means of fax, letter, or email. These invitations indicate the meeting date, time, place, and agenda. Whenever the board is convened, it may agree upon a schedule for the regular conduct of meetings during the year.

A secretariat is charged with organizing and conducting meeting-related matters both before and after meetings are held. This secretariat is also responsible for the regular maintenance of meeting-related records, for making entries in the Board of Directors Book of Resolutions, and for making this register accessible to board members for their inspection. Any and all manner of views may be expressed during board meetings. If any dissenting votes are cast against a particular resolution, information about this is included in the minutes along with the justifications for such dissent. No dissenting opinions were entered into the minutes of any board meetings that took place during 2022. Any questions that may be raised by board members and the answers given to them are also entered into the minutes. Issues pertaining to board meetings and decision quorums are governed by the Turkish Commercial Code and the and the Articles of Association.

The agendas for board meetings are determined in line with the suggestions and guidance of board members and senior executives. Even if no other item has been placed on a meeting's agenda, the Company's monthly financial statements and investment program are discussed.

Each member of the Migros Board of Directors is entitled to one vote. No members have been granted weighted voting or veto rights.

Members of the Migros Board of Directors are covered by insurance against the risk that the Company may suffer a loss on account of misjudgment and errors in the performance of their duties. Liability insurance policies in the amount of USD 25 million have been taken out on board members and senior executives in 2022. This matter has been announced on KAP (Public Disclosure Platform).

Members of the Board of Directors are not allowed to vote in the issue of acquitting board members of their fiduciary responsibilities at general assembly meetings.

Duties and powers of the Board of Directors members can be found in the Company's Articles of Association available on the Company's corporate website (www.migroskurumsal.com) and on KAP (Public Disclosure Platform).

5.3 Number, Structure, and Independence of Committees Established within the Board of Directors

An audit committee, a corporate governance committee and an early detection of risk committee was set up both in compliance with the requirements of CMB Corporate Governance Communiqué II-17.1 and in order to help the Board of Directors better fulfill its duties and responsibilities. Owing to the structure of the board, neither a nominating committee nor a remuneration committee has been set up: the functions of such committees are performed by the Corporate Governance Committee. These committees' areas of responsibility, their working principles, and their memberships are determined and publicly disclosed by the Board of Directors.

Under CMB Corporate Governance Communiqué II-17.1, all audit committee members and the heads of other committees must be selected from among independent board members. Care is taken to avoid having any single board member serving on more than one committee. No executive board member or general manager may serve on these committees.

The activities of the board's Audit Committee, Corporate Governance Committee, and Early Detection of Risk Committee for 2021 have been reviewed and assessed by the board. It was ascertained that in the conduct of their operations these committees had been mindful of the requirements of laws and regulations and that their activities had a beneficial impact on the Company's practices.

Corporate Governance Principles Compliance Report

a. Audit Committee

At a meeting of the Board of Directors held on 6 May 2022, it was decided that the Audit Committee should consist of two independent board members and that Şevki Acuner and Barış Tan were elected to fill these seats. In compliance with CMB regulations, Şevki Acuner was chosen to serve as committee chairman.

Audit Committee			
Şevki Acuner	Committee Chairman	Independent Member	Non-executive
Barış Tan	Member	Independent Member	Non-executive

Besides auditing the Company's accounting system and its publicly disclosed financial statements, the Audit Committee also oversees the operation and effectiveness of independent auditing and of the Company's internal control and internal audit systems. As required by Corporate Governance Principles, the selection of independent auditors, the preparation of independent auditing contracts and the initiation of independent auditing processes, and every stage of the activities of the independent auditors are subject to the oversight of the Audit Committee.

The Audit Committee determines methods and criteria that are to be applicable when examining and finalizing any complaints the Company receives about its accounting and internal control system or its independent auditing and when company personnel are given access to confidential reports about in-house accounting and independent auditing matters.

Every year, the Audit Committee submits its proposal for the designation of the Company's independent audit firm for the fiscal year from 1 January until 31 December.

Prior to the public disclosure of annual and interim financial statements and having consulted and obtained the opinions of the Company officers concerned and of the independent auditors, the Audit Committee provides the Board of Directors with a written declaration concerning its own assessment of the statements' compatibility with respect to the Company's approved accounting principles and of their truthfulness and accuracy.

The Audit 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. Information about the Audit Committee's operations and meeting results is included in the Company's annual report.

The Audit Committee works in coordination with the Early Detection of Risk Committee by way of holding joint meetings.

The Audit Committee immediately notifies the Board of Directors in writing of any findings it makes concerning its duties and areas of responsibility and of its assessments and recommendations concerning such matters.

Operating Principles of the Audit Committee

Purpose and Scope

Set up under the Capital Market legislation, the Audit Committee reports to the Board of Directors.

The purpose of the Audit Committee is to verify that the Company's accounting and reporting system runs in accordance with applicable laws and regulations, to supervise the audit and public disclosure of financial information, and the operation and efficiency of independent audit and internal control system.

Authority

The Audit Committee is formed and authorized by the Board of Directors, which also sets out its duties and operating principles. As and when it deems necessary, the Audit Committee seeks opinion from independent experts regarding its activities, and the cost of necessary advisory services are borne by the Company.

The Audit Committee acts within the frame of its authorization and responsibilities, and makes recommendations to the Board of Directors, which is ultimately responsible for the final decision at all times.

Detailed information about the Committee structure and meetings, duties and responsibilities, basis and enforcement is provided under the Investor Relations tab on our corporate website. (www.migroskurumsal.com)

Corporate Governance Principles Compliance Report

b. Corporate Governance Committee

The Migros Board of Directors has set up a corporate governance committee to oversee corporate governance practices at the Company and to coordinate the activities of the Investor Relations Department. The Committee targets continuous improvement of the Company's corporate governance practices. At its meeting on 6 May 2022, the board decided to elect Hüseyin Faik Açıklın, Esel Yıldız Çekin, Recep Yılmaz Argüden, Mehmet Hurşit Zorlu and Affan Nomak as the members of the Corporate Governance Committee. In compliance with CMB regulations, the board also decided to appoint Hüseyin Faik Açıklın to head the committee. The Committee meets at least four times a year and is formed of 5 members.

Corporate Governance Committee			
Hüseyin Faik Açıklın	Committee Chairman	Independent Member	Non-executive
Esel Yıldız Çekin	Member	Not an Independent Member	Non-executive
Recep Yılmaz Argüden	Member	Not an Independent Member	Non-executive
Mehmet Hurşit Zorlu	Member	Not an Independent Member	Non-executive
Affan Nomak	Member	Not an Independent Member	Investor Relations and Risk Management Director

It was decided that the Corporate Governance Committee should also fulfill the duties of both a nominating committee and a remuneration committee as is allowed by CMB Corporate Governance Communiqué II-17.1. Accordingly and in the fulfillment of its duties as a nominating committee, 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 Corporate Governance 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.

In the fulfillment of its duties as a remuneration committee, the Corporate Governance Committee determines and oversees principles, criteria, and practices which are to be used in the remuneration of members of the Board of Directors and of managers with administrative responsibilities and which take the Company's long-term goals into account. The committee

submits to the Board of Directors its recommendations concerning the remuneration that is to be paid to members of the Board of Directors and to managers with administrative responsibilities subject to the degree to which the recipients have satisfied remuneration-related criteria.

Operating Principles of the Corporate Governance Committee

Purpose and Scope

Set up under the Capital Market legislation, the Corporate Governance Committee reports to the Board of Directors.

In line with the CMB Corporate Governance Communiqué (II-17.1), the purpose of the Corporate Governance Committee is to establish whether corporate governance principles are implemented at our Company, the reasons for non-implementation, if applicable, and conflicts of interest resulting from failure to achieve complete alignment with these principles. The Committee is responsible for suggesting improvements regarding corporate governance practices to the Board of Directors and for overseeing the activities of the Investor Relations Department.

Pursuant to the Corporate Governance Communiqué, the Corporate Governance Committee fulfills the functions of the Nomination Committee and the Remuneration Committee, as well.

Authority

The Corporate Governance Committee is formed and authorized by the Board of Directors, which also sets out its duties and operating principles. As and when it deems necessary, the Corporate Governance Committee seeks opinion from independent experts regarding its activities, and the cost of necessary advisory services are borne by the Company.

The Committee acts within the frame of its authorization and responsibilities, and makes recommendations to the Board of Directors, which is ultimately responsible for the final decision at all times.

Detailed information about the Committee structure and meetings, duties and responsibilities, basis and enforcement is provided under the Investor Relations tab on our corporate website. (www.migroskurumsal.com)

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c. Early Detection of Risk Committee

At a meeting of the Board of Directors held on 6 May 2022, it was decided to elect Şevki Acuner, Hüseyin Faik Açıkalın and Tuğban İzzet Aksoy to seats on an early detection of risk committee which had been set up in compliance with the requirements of Turkish commercial law, capital market laws and regulations, and corporate governance principles. As also required by Capital Markets Board regulations, Şevki Acuner was designated as the committee's head.

Early Detection of Risk Committee			
Şevki Acuner	Committee Chairman	Independent Member	Non-executive
Hüseyin Faik Açıkalın	Member	Independent Member	Non-executive
Tuğban İzzet Aksoy	Member	Not an Independent Member	Non-executive

As defined by the Board of Directors in accordance with the Turkish Commercial Code and capital market laws and regulations, the activities of the Early Detection of Risk Committee consist of identifying, at an early stage, risks that might endanger the Company's existence, well-being, and continuity; of taking measures needed to deal with such risks; and of managing risk. The Early Detection of Risk Committee performs a review of risk management systems at least once a year. The committee convenes six times a year.

Operating Principles of the Early Detection of Risk Committee

Purpose and Scope

Set up under the Capital Market legislation and in accordance with Article 378 of the Turkish Commercial Code, the Early Detection of Risk Committee reports to the Board of Directors. The purpose of the Early Detection of Risk Committee is to early detect the risks that may threaten the existence, development and survival of the Company, to implement the necessary measures in relation to identified risks, and to manage the risk.

Authority

The Early Detection of Risk Committee is formed and authorized by the Board of Directors, which also sets out its duties and operating principles. As and when it deems necessary, the Early Detection of Risk Committee seeks opinion from independent experts regarding its activities, and the cost of necessary advisory services are borne by the Company.

The Early Detection of Risk Committee acts within the frame of its authorization and responsibilities, and makes recommendations to the Board of Directors, which is ultimately responsible for the final decision at all times.

Detailed information about the Committee structure and meetings, duties and responsibilities, basis and enforcement is provided under the Investor Relations tab on our corporate website. (www.migroskurumsal.com).

5.4 Risk Management and Assessment by the Management

Loans

As at 31 December 2022, TL equivalent of the Company's loan payables is TL 2,640,773 thousand (including TFRS: TL 7,455,290 thousand). The repayment schedule for the nominal principal amount of the Company's financial payables as at 31 December 2022 is presented in detail in the note titled "Borrowings" in the Company's Consolidated Financial Statements and Independent Auditor's Report for the period 1 January – 31 December 2022.

Risk Management

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 in 2022.

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, 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.

The Company was being exposed to financial risks in the past as a result of the fluctuations in exchange rates due to its FX borrowings in previous years, which had caused the Company's

Corporate Governance Principles Compliance Report

shareholders' equity to decline. With the purpose of mitigating its balance sheet risk, Migros significantly reduced its Euro indebtedness in 2020; with the prepayment made in April 2021, the Company does not have any outstanding bank debt in foreign currency terms. Hence, the exchange rate risk that arose in previous years in connection with financial debts has been eliminated. The company's equity is getting stronger.

Related information is presented in detail in Note 29 "Exchange Rate Risk and Foreign Currency Position" in the Consolidated Financial Statements and Independent Auditor's Report for the period 1 January – 31 December 2021. On another note, the Company also targets to reduce its interest expenses by reducing its TL indebtedness in the coming periods.

Risk management is implemented by each subsidiary of the Company within the framework of policies approved by their Board of Directors.

The Committee met six times in 2022. Reportings and committee assessments are periodically presented for the information of the Board of Directors in accordance with the principles set.

Internal Audit Mechanism

In the conduct and performance of its audits, 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 basic activities of the Internal Audit Department consist of, among others, investigating/ examining activities and transactions which involve previously identified and reported risk elements in order to ascertain the degree at which such risks have been eliminated or taken under control in line with management-approved recommendations, and repeating the audit in cases where detailed examinations are necessary.

Any problems that may be discovered during the course of audit activities are investigated in detail to allow adoption of necessary measures while recommendations are also made for compensating the Company's ascertained loss. Necessary changes to the system and processes so as to prevent recurrence of similar incidents make up the focal point of these efforts.

The annual internal audit plan created according to the risk-based audit universe was revised due to the pandemic conditions with the approval of the Audit Committee, and the Internal Audit Department conducted financial and operational audits of various departments and processes in line with the revised plan. Assessments and recommendations resulting from the audits were submitted to Company's senior management in the audit reports prepared, and were also addressed in the Audit Committee meetings for pointing out the improvement areas in line with the continuous development philosophy. The Internal Audit Department also conducted follow-up audits on issues about which senior management was previously informed and for which measures were agreed upon. Similar risk analysis and audit studies continued in 2022. In addition, the risk analyzes and audit program were reviewed and updated in accordance with the requirements of the COVID-19 pandemic conditions.

The Board of Directors' opinion regarding the Company's internal control system and internal audit activities is that the internal control system in place and internal audit activities executed are being carried out effectively.

5.5 Strategic Goals of the Company

In line with its mission, Migros structures its strategies to achieve sustainable quality and earn respect as the industry leader through an approach to customer satisfaction which raises the standards of retailing in the countries in which it is active.

Migros aims for long-term sustainable growth by positioning itself as a multi-format retailer across online and offline channels. It also focuses on new business channels that support its core operations.

Migros' main strategy is to provide our customers with high quality, modern, reliable services at affordable prices. Targets set to achieve these strategies are shared with all the organizational units and supported by business plans. The Corporate Performance Management System in place facilitates monitoring and evaluation of these targets and business results as well as their assessment and revision whenever necessary.

Annual, quarterly and monthly reporting structures have been created to enable the Board of Directors to carry out its basic administrative functions such as planning, organizing and supervising.

Corporate Governance Principles Compliance Report

Members are kept informed by means of annual meetings at which the most recent five-year plan is presented to the Board of Directors, by annual budget and review meetings, and by monthly meetings at which the Company's business results are presented and the board's feedback is solicited. Detailed monthly reports are also submitted to the board for its information. In this way, all the members of the Board of Directors are able to track the Company's ongoing efforts to fulfill its targets and to immediately intervene and provide guidance when necessary.

5.6 Financial Rights Provided to Board Members and to Managers with Administrative Responsibilities

The financial rights to be provided to the members of the Board of Directors are discussed as a separate agenda item at general assembly meetings. At a general assembly meeting held on 21 April 2022, shareholders voted to pay each independent board member a total annual remuneration of TL 252,000 (net) in monthly installments so as to cover their terms of office, and not to pay any monthly salary and/or attendance fees to other board members.

The remuneration of independent board members involves neither company stock options nor company performance-based compensation plans. All the benefits provided to senior executives are declared in the footnotes to the financial statements.

The Remuneration Policy applicable to members of the Board of Directors and senior executives was published on the corporate website at www.migroskurumsal.com.

Benefits Provided to Senior Executives During the Reporting Period

"Senior management" is defined as the chairman and members of the Board of Directors, the CEO, members of the Executive Committee, and assistant general managers.

The benefits provided to senior executives consist of salaries, bonuses, pension contributions, company-leased automobiles, and employer's share of social security premiums.

(TL thousand)	01 January - 31 December 2022	01 January - 31 December 2021
Short-term benefits provided to senior executives	131,555	71,186
Total	131,555	71,186

Migros makes no loans and extends no credit to any senior executive. Neither does it extend any form of personal credit to senior executives through third parties or otherwise provide senior executives with any form of surety.

OTHER ISSUES

In 2022, there were no regulatory changes that would significantly affect the Company's operations.

Utmost care is taken to avoid any situations that may give rise to a conflict of interest between the Company and the entities providing services such as investment consultancy and rating, and the provisions of applicable legislation are complied with in these matters. No situations creating a conflict of interest were observed in 2022.

A number of lawsuits that have been filed against or in favor of the Company are currently being litigated. These suits are concerned primarily with receivable-, rent-, or business-related issues.

At the end of each reporting period, the Company's management reviews and assesses the potential consequences and financial impact of such litigation, and based on its best judgment, provisions are set aside to cover likely losses or gains. Detailed information about such matters is provided in the consolidated financial statements.

No lawsuits have been filed against the Company or board members on account of any practices contradicting with the legislation.

Fringe Benefits of Migros Employees

Migros grants its employees fringe benefits in addition to the rights they have under the law. Fringe benefits provided to blue collar workers are determined in the collective bargaining agreement. The Company provides noncontributory health insurance and private pension system enrolment to all of its employees, in addition to social leaves, fuel allowance, food allowance, clothing allowance, leave travel allowance, holiday allowance, education allowance to employees with children in school, marriage, military service, childbirth and death allowances. Through the portal "Ailem ve Ben", the Company offers advantageous services to all of its employees in education, healthcare, shopping and similar matters. Classroom and online training in various subjects are provided to all employees via Akademig. In addition, social benefits that vary according to the duties of employees are also made available.

Corporate Governance Principles Compliance Report

Other

The Company is not a party to any mutual cross-shareholding.

The period of Collective Labor Agreement signed between our company and Tez-Koop. İş Union on 30 March 2020, covering the period of 01 January 2020 - 31 December 2022, has ended. Collective Labor Agreement negotiations for the new period have been started.

Information on Tax Assets and Liabilities is presented in footnote 22 of the independent audit report for the year 2022.

Other matters related to Corporate Governance Principles are as follows:

During 2022, there were no material transactions with related parties as defined in the Corporate Governance Principles.

Necessary explanations about the transactions of Migros Ticaret A.Ş. with related parties are given in the related footnote of the financial report.

a. Company Disclosure Policy

Material events are publicly disclosed in a truthful and timely manner as prescribed by CMB Communiqué II-15.1 concerning such matters. In addition, any and all manner of significant information that might influence shareholders' and other stakeholders' decisions is also publicly disclosed. In the public disclosure of such information, the following channels are used depending on the nature and particulars of the announcement:

- Material event disclosures sent to the Public Disclosure Platform,
- Financial reports sent to the Public Disclosure Platform,
- Annual and interim reports,
- The corporate website at www.migroskurumsal.com,
- Informational and presentation documents published for stakeholders,
- Prospectuses, circulars, notices and other documentation issued pursuant to capital market laws and regulations,
- Printed and visual media press releases,
- Notices and announcements published in Turkish Trade Registry Gazette and in daily newspapers.

In order to ensure that shareholders and other stakeholders have convenient access to public disclosures such as presentations, press releases, and press conferences, such materials are also published on the Company's corporate website at www.migroskurumsal.com. Information publicly disclosed through the Public Disclosure Platform is also sent to financial data providers and to printed and visual media.

The identities of individuals who may have access to confidential company information before the public disclosure of material events are publicly disclosed. The names of the Company's board members and senior executives are published in the annual report along with that of the independent auditors. Information about any changes taking place in the Company's senior management during the reporting period was provided in the annual report.

In situations where CMB regulations require a public announcement concerning news, statements, and/or rumors about the Company which appear in the press, in other media, or on websites and of which the Company becomes aware, Public Disclosure Platform announcements are used to make such disclosures, depending on their nature; in order to ensure that shareholders and other stakeholders have convenient access to such disclosures, they are also published on our corporate website at www.migroskurumsal.com.

The Migros Disclosure Policy is formulated by the Board of Directors and updated as circumstances and regulations dictate. This policy is presented to shareholders convened in a general assembly and then published on the Company's corporate website at www.migroskurumsal.com. The Investor Relations Department strives to respond to questions that shareholders ask the Company truthfully, completely, equitably, and within the framework of this disclosure policy.

The Migros Disclosure Policy requires that any and all manner of information must be provided upon request unless such information is in the nature of a trade secret or, if divulged, would give other individuals or organizations a competitive advantage over Migros or would have an adverse impact on the Company's activities.

Like its public disclosure policy, the Migros Dividend Policy is also formulated by the Board of Directors and publicly disclosed by being included in the Company's annual report, published on the Company's corporate website at www.migroskurumsal.com, and presented to shareholders convened in a general assembly.

When identifying individuals who will have administrative responsibility at the Company, the requirements and criteria stipulated in the Turkish Commercial Code (Statute 6102), the Capital Markets Law (Statute 6362), CMB communiques, and other applicable laws, regulations, and administrative provisions are taken into account.

Corporate Governance Principles Compliance Report

b. Material Event Disclosures

During 2022 the Company submitted 75 material event disclosures to the Public Disclosure Platform. Whenever the Public Disclosure Platform demanded further information about such announcements or the Company's response to news appearing in the media, the Company responded to such requests urgently.

Periodic financial statements, notes, annual reports and interim annual reports are shared with the public to provide an accurate and complete view of the Company's financial position. Financial statements are prepared in compliance with national/international accounting standards in consolidated format in compliance with communiqués issued by the CMB. The accounting policies of the Company are referred to in the notes to financial statements. The Company's annual reports are prepared in sufficient detail to allow all concerned parties to obtain the necessary information and are updated every fiscal year in line with the applicable legislation/needs.

After every public disclosure of the Company's quarterly financial statements in 2022, presentations and bulletins concerning them were published on the Company's corporate website at www.migroskurumsal.com to inform shareholders. The Public Disclosure Platform has been notified that the said information was posted on the corporate website.

The Company designates an independent audit firm each year and requires this independent audit firm to rotate after a given period. Consultancy services are not obtained from the firm designated as an independent auditor.

c. Disclosure of Ultimate Controlling Individual(s) Shareholder(s)

The shareholding structure of Migros is presented below.

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

Legal and Real Persons Indirectly Holding an Interest in the Capital as per the Latest Situation

Shareholder	Share Amount (TL)	Share (%)
Tülay Aksoy	11,917,547.4	6.58
Tuncay Özilhan	11,596,405.3	6.41
AG Anadolu Grubu Holding A.Ş. Other	65,532,105.3	36.19
Migros Ticaret A.Ş.	2,962,115.6	1.64
Others	89,046,059.4	49.18
Total	181,054,233.0	100.00

There are no preferred shares.

Information about changes in the Company's capital structure taking place during the year was publicly disclosed immediately through the Public Disclosure Platform system. Such changes are also announced in the pertinent sections of the Company's 2022 annual report. Under the Material Events Communiqué II- 15.1, material event disclosures must be made by the Company's Chairman, board members, general manager, or assistant general managers, by any shareholder who directly or indirectly controls 5% or more of the Company's capital or voting rights, or by anyone acting in concert with any of these whenever they purchase or sell Migros shares.

Corporate Governance Principles Compliance Report

d. Public Disclosure of Individuals Who Are In a Position to Access Inside Information

Board of Directors members, CEO, members of the Executive Committee and Assistant General Managers having access to inside information at the Company are named hereinbelow:

Board of Directors	
Tuncay Özilhan	Chairman
Kamilhan Süleyman Yazıcı	Vice-Chairman
Tuğban İzzet Aksoy	Member
Mehmet Hurşit Zorlu	Member
Esel Yıldız Çekin	Member
Rasih Engin Akçakoca	Member
Recep Yılmaz Argüden	Member
Ömer Özgür Tort	Member and CEO
Hüseyin Faik Açıkalin	Independent Member
Şevki Acuner	Independent Member
Emre Ekmekçi	Independent Member
Barış Tan	Independent Member
Senior Management	
Ömer Özgür Tort	CEO
Mustafa Murat Bartın	Member of the Executive Committee (Retail Operations)
Ekmel Nuri Baydur	Member of the Executive Committee (Marketing)
Ferit Cem Doğan	Member of the Executive Committee (Finance) - CFO
Hakan Şevki Tuncer	Assistant General Manager (Investment Development, Construction)
Bülent Kuntay	Assistant General Manager (Distribution Centers and Logistics)
Kerim Tatlıcı	Assistant General Manager (Information Technologies and Business Development)
Olca Yılmaz Nomak	Assistant General Manager (Human Resources and Industrial Relations)

* Assistant General Manager for Construction Tarık Karlıdağ retired on 31 December 2022. As of 1 January 2023, all units previously under Mr Karlıdağ's responsibility were transferred to Assistant General Manager for Investments & Development Hakan Şevki Tuncer as an addition to all of his existing responsibilities.

In addition to the Company's Board of Directors and Senior Management, individuals serving in director position, Finance department managers, and reporting managers at the Company have access to inside information due to their functions.

Under Article 7 (5) of the Material Events Communiqué (II-15.1), our Company makes sure that individuals with access to inside information are aware of their obligations in relation to such information stemming from the Law and applicable legislation, as well as the sanctions related to their misuse.

As a consequence of its auditing functions, the Company's independent auditors PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. also has access to insider information.

e. Silent Period

The Chairman and members of the Board of Directors, Chief Executive Officer, Chief Financial Officer, Corporate Communications Director, Investor Relations and Risk Management Director and other Company executives designated by the Corporate Governance Committee are assigned to act as spokespeople to represent our Company in all contacts with shareholders, investors, brokerage analysts and other stakeholders through any communication channel, including the printed press, within the frame of the Company's disclosure policy.

Individuals designated as Company spokespeople are obliged to abide by the Silent Period practice, which starts one week before the disclosure of quarterly financial results and lasts until the date of such disclosure.

The beginning and ending dates of the Silent Period practice are published on the corporate website, under the heading Financial Calendar once the disclosure dates of financial statements are fixed. The disclosure dates of financial results and the corresponding Silent Periods are fixed before financial statements are disclosed, and announced by way of the Financial Calendar. During the course of the Silent Period, Company spokespeople may not make comments regarding the Company's financial position for the relevant period, except for the information publicly disclosed in the name of the Company. In this period, analysts', investors' and similar individuals' questions about the financial position for the relevant period are left unanswered. Yet, people authorized to make public disclosures about the Company may participate in conferences, panels and similar events and deliver speeches during the Silent Period, strictly provided that they observe the confidentiality of inside information.

Corporate Governance Principles Compliance Report

f. BIST Sustainability and BIST Sustainability 25 Indexes of Borsa İstanbul

Migros' publicly-traded shares were included in the BIST Sustainability Index when that index was launched nine years ago and have remained in it ever since. Migros is also the only food retailer whose shares are included in the BIST Sustainability 25 Index that was launched in 2022. The Company's sustainability activities can be reached under the Sustainability tab on the corporate website.

g) Authorities and Responsibilities of Board Members and Managers

The duties and authorities of board members and managers are explicitly defined in the Company's articles of association, which may be found on the Company's corporate website at www.migroskurumsal.com. The Migros Board of Directors is empowered to take decisions on all matters pertaining to whatever kinds of business and/or transactions are necessary for the Company to achieve its object and scope save for those that are exclusively reserved to the general assembly of shareholders by laws and regulations or by the Company's charter.

Managers' authorities and responsibilities are defined in their power of signature statements.

h) Prohibition on Doing Business with or Competing against the Company

No member took part in any activity that could be deemed to be in competition with the Company.

i) Research & Development Activities

R&D costs incurred by the Company during 2022 amounted to TL 141,221 thousand (2020: TL 57,876 thousand). Having received R&D Center certificate from the Ministry of Science, Industry and Technology, Migros Ticaret A.Ş. has continued with technical research and development activities in business development and software during 2022.

Under the Migros R&D center, Migros administrative units develop new initiatives for the improvement of processes in relation to retailing activities carried out at Store and Distribution Centers or for creation of new processes. Mostly entailing innovative solutions and smart systems integrated with technology, the applications also serve to touch our customers and suppliers.

j) Subsequent Events

Information on the subsequent events is presented in the Consolidated Financial Statements and Independent Auditor's Report for the period 1 January - 31 December 2022.

Affiliated Company Report – Conclusion Section

In the related Affiliated Company Report for the Group of Companies approved by the Board of Directors of Migros Ticaret A.Ş., it has been concluded that Migros Ticaret A.Ş. did not engage in any transaction with its controlling shareholders or subsidiaries thereof at the instruction of the controlling company or with the intent to obtain results that would be to the benefit of exclusively to the controlling company or a company affiliated thereto, nor is there any action taken or avoided to the benefit of the controlling company or a company affiliated thereto; also according to the conditions and circumstances known to us, a counter-performance on arm's length was provided in all transactions the Company carried out in 2022 with its controlling shareholder or subsidiaries thereof so as to ensure continuation of the operation in a competitive manner at the market conditions prevailing at the time the transaction was performed. Furthermore, there were no actions taken or avoided to the benefit of the controlling shareholder in Migros Ticaret A.Ş. or subsidiaries thereof that might cause loss to the Company and hence, there are no transactions or actions that would require offsetting.

Corporate Governance Compliance Report

	Company Compliance Status					
	Yes	Partial	No	Exempted	Not Applicable	Explanation
Corporate Governance Compliance Report						
1.1. FACILITATING THE EXERCISE OF SHAREHOLDER RIGHTS						
1.1.2- Up-to-date information and disclosures which may affect the exercise of shareholder rights are available to investors at the corporate website.	X					
1.2. RIGHT TO OBTAIN AND REVIEW INFORMATION						
1.2.1 - Management did not enter into any transaction that would complicate the conduct of special audit.	X					
1.3. GENERAL ASSEMBLY						
1.3.2 - The company ensures the clarity of the General Assembly agenda, and that an item on the agenda does not cover multiple topics.	X					
1.3.7- Insiders with privileged information have informed the board of directors about transactions conducted on their behalf within the scope of the company's activities in order for these transactions to be presented at the General Shareholders' Meeting.					X	
1.3.8 - Members of the board of directors who are concerned with specific agenda items, auditors, and other related persons, as well as the officers who are responsible for the preparation of the financial statements were present at the General Shareholders' Meeting.	X					
1.3.10 - The agenda of the General Shareholders' Meeting included a separate item detailing the amounts and beneficiaries of all donations and contributions.	X					Information regarding the amounts and beneficiaries of all donations made during the year were provided in a separate item in the agenda. The shareholders were informed about the total amount of donation and main donations separately. The Company made donations totaling TL 1.410.405,62 in 2022 for the purpose of donation to people in need. The Company made donations to Türkiye Eğitim Gönüllüleri Vakfı, Ege Orman Vakfı, Koç University, Anadolu Eğitim ve Sosyal Yardım Vakfı, Türkiye Kızılay Derneği, etc.
1.3.11 - The General Shareholders' Meeting was held open to the public, including the stakeholders, without having the right to speak.	X					

Corporate Governance Compliance Report

	Company Compliance Status					
	Yes	Partial	No	Exempted	Not Applicable	Explanation
1.4. VOTING RIGHTS						
1.4.1 - There is no restriction preventing shareholders from exercising their shareholder rights.	X					
1.4.2 - The company does not have shares that carry privileged voting rights.	X					
1.4.3-The company withholds from exercising its voting rights at the General Shareholders' Meeting of any company with which it has cross-ownership, in case such cross-ownership provides management control.					X	No cross ownership.
1.5. MINORITY RIGHTS						
1.5.1 - The company pays maximum diligence to the exercise of minority rights.	X					
1.5.2 - The Articles of Association extend the use of minority rights to those who own less than one twentieth of the outstanding shares, and expand the scope of the minority rights.			X			While utmost care is given to the use of minority rights, our Articles of Association regulates the usage of all minority rights in accordance with regulations. The Articles of Association of our company does not include any article broadening the extent of minority rights compared to the Law.
1.6. DIVIDEND RIGHT						
1.6.1 - The dividend policy approved by the General Shareholders' Meeting is posted on the company website.	X					
1.6.2 - The dividend distribution policy comprises the minimum information to ensure that the shareholders can have an opinion on the procedure and principles of dividend distributions in the future.	X					
1.6.3 - The reasons for retaining earnings, and their allocations, are stated in the relevant agenda item.	X					
1.6.4 - The board reviewed whether the dividend policy balances the benefits of the shareholders and those of the company.	X					
1.7. TRANSFER OF SHARES						
1.7.1 - There are no restrictions preventing shares from being transferred.	X					

Corporate Governance Compliance Report

	Company Compliance Status					
	Yes	Partial	No	Exempted	Not Applicable	Explanation
2.1. CORPORATE WEBSITE						
2.1.1. - The company website includes all elements listed in Corporate Governance Principle 2.1.1.	X					
2.1.2 - The shareholding structure (names, privileges, number and ratio of shares, and beneficial owners of more than 5% of the issued share capital) is updated on the website at least every 6 months.	X					
2.1.4 - The company website is prepared in other selected foreign languages, in a way to present exactly the same information with the Turkish content.	X					
2.2. ANNUAL REPORT						
2.2.1 - The board of directors ensures that the annual report represents a true and complete view of the company's activities.	X					
2.2.2 - The annual report includes all elements listed in Corporate Governance Principle 2.2.2.	X					
3.1. CORPORATION'S POLICY ON STAKEHOLDERS						
3.1.1- The rights of the stakeholders are protected pursuant to the relevant regulations, contracts and within the framework of bona fides principles.	X					
3.1.3 - Policies or procedures addressing stakeholders' rights are published on the company's website.	X					
3.1.4 - A whistleblowing programme is in place for reporting legal and ethical issues.	X					
3.1.5 - The company addresses conflicts of interest among stakeholders in a balanced manner.	X					
3.2. SUPPORTING THE PARTICIPATION OF THE STAKEHOLDERS IN THE CORPORATION'S MANAGEMENT						
3.2.1 - The Articles of Association, or the internal regulations (terms of reference/ manuals), regulate the participation of employees in management.	X					
3.2.2 - Surveys/other research techniques, consultation, interviews, observation method etc. were conducted to obtain opinions from stakeholders on decisions that significantly affect them.	X					

Corporate Governance Compliance Report

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
3.3. HUMAN RESOURCES POLICY						
3.3.1 - The company has adopted an employment policy ensuring equal opportunities, and a succession plan for all key managerial positions.	X					
3.3.2 - Recruitment criteria are documented.	X					
3.3.3 - The company has a policy on human resources development, and organises trainings for employees.	X					
3.3.4 - Meetings have been organised to inform employees on the financial status of the company, remuneration, career planning, education and health.	X					
3.3.5 - Employees, or their representatives, were notified of decisions impacting them. The opinion of the related trade unions was also taken.	X					
3.3.6 - Job descriptions and performance criteria have been prepared for all employees, announced to them and taken into account to determine employee remuneration.	X					
3.3.7 - Measures (procedures, trainings, raising awareness, goals, monitoring, complaint mechanisms) have been taken to prevent discrimination, and to protect employees against any physical, mental, and emotional mistreatment.	X					
3.3.8 - The company ensures freedom of association and supports the right for collective bargaining.	X					
3.3.9 - A safe working environment for employees is maintained.	X					
3.4. RELATIONS WITH CUSTOMERS AND SUPPLIERS						
3.4.1-The company measured its customer satisfaction, and operated to ensure full customer satisfaction.	X					
3.4.2 - Customers are notified of any delays in handling their requests.	X					
3.4.3 - The company complied with the quality standards with respect to its products and services.	X					
3.4.4 - The company has in place adequate controls to protect the confidentiality of sensitive information and business secrets of its customers and suppliers.	X					

Corporate Governance Compliance Report

	Company Compliance Status					
	Yes	Partial	No	Exempted	Not Applicable	Explanation
3.5. ETHICAL RULES AND SOCIAL RESPONSIBILITY						
3.5.1 - The board of the corporation has adopted a code of ethics, disclosed on the corporate website.	X					
3.5.2-The company has been mindful of its social responsibility and has adopted measures to prevent corruption and bribery.	X					
4.1. ROLE OF THE BOARD OF DIRECTORS						
4.1.1 - The board of directors has ensured strategy and risks do not threaten the long-term interests of the company, and that effective risk management is in place.	X					
4.1.2 - The agenda and minutes of board meetings indicate that the board of directors discussed and approved strategy, ensured resources were adequately allocated, and monitored company and management performance.	X					
4.2. ACTIVITIES OF THE BOARD OF DIRECTORS						
4.2.1-The board of directors documented its meetings and reported its activities to the shareholders.	X					
4.2.2 - Duties and authorities of the members of the board of directors are disclosed in the annual report.	X					
4.2.3-The board has ensured the company has an internal control framework adequate for its activities, size and complexity.	X					
4.2.4 - Information on the functioning and effectiveness of the internal control system is provided in the annual report.	X					
4.2.5 - The roles of the Chairman and Chief Executive Officer are separated and defined.	X					
4.2.7-The board of directors ensures that the Investor Relations department and the corporate governance committee work effectively. The board works closely with them when communicating and settling disputes with shareholders.	X					
4.2.8 - The company has subscribed to a Directors and Officers liability insurance covering more than 25% of the capital.	X					

Corporate Governance Compliance Report

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
4.3. STRUCTURE OF THE BOARD OF DIRECTORS						
4.3.9 - The board of directors has approved the policy on its own composition, setting a minimal target of 25% for female directors. The board annually evaluates its composition and nominates directors so as to be compliant with the policy.		X				<p>The Corporate Governance Committee determined a ratio (25%) for membership of women in the Migros Board of Directors and made a written recommendation to the Board of Directors.</p> <p>Migros Board of Directors made a policy to have female Board members at the minimal rate of 25%. As a matter of principle, there are no barriers to or limitations on women serving as members of the Board of Directors. All members of the board—male and female—are considered and evaluated entirely on the basis of their professional and sectoral experience and their academic qualifications.</p> <p>The Board structure is evaluated on yearly basis and the Board of Directors makes planning on this matter. Ms. Esel Yıldız Çekin has been serving as Board member in the Migros Board of Directors since 29.04.2020. Thus, one female member takes part in Migros Board of Directors.</p>
4.3.10 - At least one member of the audit committee has 5 years of experience in audit/accounting and finance.	X					
4.4. BOARD MEETING PROCEDURES						
4.4.1-Each board member attended the majority of the board meetings in person.	X					

Corporate Governance Compliance Report

	Company Compliance Status						Explanation
	Yes	Partial	No	Exempted	Not Applicable		
4.4.2 - The board has formally approved a minimum time by which information and documents relevant to the agenda items should be supplied to all board members.	X						
4.4.3 - The opinions of board members that could not attend the meeting, but did submit their opinion in written format, were presented to other members.	X						
4.4.4 - Each member of the board has one vote.	X						
4.4.5 - The board has a charter/written internal rules defining the meeting procedures of the board.	X						
4.4.6 - Board minutes document that all items on the agenda are discussed, and board resolutions include director's dissenting opinions if any.	X						
4.4.7-There are limits to external commitments of board members. Shareholders are informed of board members' external commitments at the General Shareholders' Meeting.		X					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 external duties of the board members were presented in the General Assembly Meeting via the General Assembly Information Document.
4.5. BOARD COMMITTEES							
4.5.5 - Board members serve in only one of the Board's committees.		X					Two independent Board member have duties on two Committees.
4.5.6 - Committees have invited persons to the meetings as deemed necessary to obtain their views.	X						

Corporate Governance Compliance Report

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
4.5.7 - If external consultancy services are used, the independence of the provider is stated in the annual report.					X	The Committees did not have consultancy service last year. The information on the consultancy services taken in the previous years is mentioned in the annual report of the related year.
4.5.8 - Minutes of all committee meetings are kept and reported to board members.	X					
4.6. FINANCIAL RIGHTS						
4.6.1-The board of directors has conducted a board performance evaluation to review whether it has discharged all its responsibilities effectively.	X					
4.6.4-The company did not extend any loans to its board directors or executives, nor extended their lending period or enhanced the amount of those loans, or improve conditions thereon, and did not extend loans under a personal credit title by third parties or provided guarantees such as surety in favour of them.	X					
4.6.5 - The individual remuneration of board members and executives is disclosed in the annual report.		X				The total compensation provided to the Chairman, Board members, CEO and Assistant General Managers is reported in the annual report.

Corporate Governance Information Form

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 9 conferences & roadshows, 200+ institutional investors

1.2. Right to Obtain and Examine Information

The number of special audit request(s) 0

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) <https://www.kap.org.tr/en/Bildirim/1014207>

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 / Corporate / Policies / Donation Policy

The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved <https://www.kap.org.tr/tr/Bildirim/516861>

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 link: <https://www.kap.org.tr/en/Bildirim/1022812>

1.4. Voting Rights

Whether the shares of the company have differential voting rights 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%

1.5. Minority Rights

Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association No

If yes, specify the relevant provision of the articles of association -

Corporate Governance Information Form

1.6. Dividend Right

The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations / Corporate / Policies / 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 21 April 2022, 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 2021 fiscal year considering the fact that there are not any net distributable profit due to the losses from prior years, albeit the Company recorded TL 358,880,830.86 net profit in 2021 consolidated financial statements prepared in accordance with 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	https://www.kap.org.tr/en/Bildirim/1022812

General Assembly Meetings

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
21/04/2022	0	61.3%	0.8%	60.4%	Investor Relations / General Assembly	Investor Relations / General Assembly	Item 14	0	https://www.kap.org.tr/en/Bildirim/1022812

2. DISCLOSURE AND TRANSPARENCY

Corporate Governance Information Form

2.1. Corporate Website

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, Profit Distribution Policy, Company Disclosure Policy, Frequently Asked Questions” under the Corporate tab, “Financial Results, Annual Reports” under Financial Information tab, General Assembly information under “General Assembly” tab in Investor Relations section and “Migros Code of Ethics” under the Policies tab in About Us section

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

<https://www.migroskurumsal.com/en/investor-relations/corporate#ortaklik-yapisi-ve-istirakler>

List of languages for which the website is available

Turkish and English

2.2. Annual Report

The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.

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

“Board of Directors” and Senior Management sections and Corporate Governance Principles Compliance Report / Part V - Board of Directors / 5.1 Structure and Composition of the Board of Directors / “Independent Board Members’ Affidavit”

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”

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 was not any amendments in the legislation in 2022 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, 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

Sustainability

Corporate Governance Information Form

3. STAKEHOLDERS

3.1. Corporation's Policy on Stakeholders

The name of the section on the corporate website that demonstrates the employee remedy or severance policy	About Us / Our Policies / Severance Policy
The number of definitive convictions the company was subject to in relation to breach of employee rights	166 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 (0850 200 40 00) and WhatsApp line (530 915 45 45).

3.2. Supporting the Participation of the Stakeholders in the Corporation's Management

Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	About Us / Our Policies / Human Resources Policy
Corporate bodies where employees are actually represented	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 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 direct 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 opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy	About Us / Our Policies / Human Resources Policy ("Search and Selection" part)
Whether the company provides an employee stock ownership programme	There isn't an employee stock ownership programme.

Corporate Governance Information Form

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 / Our Policies / Human Rights and Equal Opportunity Policy
The number of definitive convictions the company is subject to in relation to health and safety measures	2
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	"Migros Code of Ethics" under Our Policies 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 Our Policies in About Us tab (https://www.migroskurumsal.com/en/about-us/our-policies#rusvet-ve-yolsuzlukla-mucadele-politikasi)
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	Yes
Whether all board members released from their duties at the GSM	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 Kamilhan Süleyman Yazıcı 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	6 reports to the Audit Committee, 60 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 Mechanism
Name of the Chairman	Tuncay Özilhan
Name of the CEO	Ömer Özgür Tort

Corporate Governance Information Form

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 during the discharge of their duties is insured for an amount exceeding 25% of the company's capital

<https://www.kap.org.tr/en/Bildirim/988733>

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 Our Policies in About Us tab on our corporate website.

The number and ratio of female directors within the Board of Directors

The Corporate Governance Committee determined a ratio (25%) for membership of women in the Migros Board of Directors and made a written recommendation to the Board of Directors. Migros Board of Directors made a policy to have female Board members at the minimal rate of 25%. The Board structure is evaluated on yearly basis and the Board of Directors makes planning on this matter. Ms. Esel Yıldız Çekin has been serving as member of Migros Board of Directors since 29.04.2020. Thus, one female member takes part in Migros Board of Directors.

Corporate Governance Information Form

Name-Surname	Whether Executive Director or Not	Independent Board Member 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	Non-Executive	Dependent Member	15/07/2015	-	Not Applicable	Not Applicable	Yes
Kamilhan Süleyman Yazıcı	Non-Executive	Dependent Member	11/04/2017	-	Not Applicable	Not Applicable	Yes
Tuğban İzzet Aksoy	Non-Executive	Dependent Member	26/05/2021	-	Not Applicable	Not Applicable	Yes
Mehmet Hurşit Zorlu	Non-Executive	Dependent Member	15/07/2015	-	Not Applicable	Not Applicable	Yes
Esel Yıldız Çekin	Non-Executive	Dependent Member	29/04/2020	-	Not Applicable	Not Applicable	Yes
Rasih Engin Akçakoca	Non-Executive	Dependent Member	16/05/2019	-	Not Applicable	Not Applicable	Yes
Recep Yılmaz Argüden	Non-Executive	Dependent Member	16/05/2019	-	Not Applicable	Not Applicable	Yes
Ömer Özgür Tort	Executive	Dependent Member	28/04/2009	-	Not Applicable	Not Applicable	Yes
Hüseyin Faik Açıkalın	Non-Executive	Independent Member	15/05/2018	https://www.kap.org.tr/en/Bildirim/1014207	Considered	No	Yes
Şevki Acuner	Non-Executive	Independent Member	15/05/2018	https://www.kap.org.tr/en/Bildirim/1014207	Considered	No	Yes
Emre Ekmekçi	Non-Executive	Independent Member	26/05/2021	https://www.kap.org.tr/en/Bildirim/1014207	Considered	No	No
Barış Tan	Non-Executive	Independent Member	21/04/2022	https://www.kap.org.tr/en/Bildirim/1014207	Considered	No	Yes

Corporate Governance Information Form

4. BOARD OF DIRECTORS-II

4.4. Meeting Procedures of the Board of Directors

Number of physical or electronic board meetings in the reporting period	5
Director average attendance rate at board meetings	100%
Whether the board uses an electronic portal to support its work or not	Yes
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 / Corporate / “Migros Ticaret A.S. 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 external duties of the board members were presented in the General Assembly Meeting via General Assembly Information Document.

4.5. Board Committees

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	https://www.kap.org.tr/tr/Bildirim/1009780

Composition of Board Committees-I

Names Of The Board Committees	Names Of The Board Committees	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Audit Committee	-	Şevki Acuner	Yes	Board member
Audit Committee	-	Bariş Tan	No	Board member
Corporate Governance Committee	-	Hüseyin Faik Açıkalin	Yes	Board member
Corporate Governance Committee	-	Esel Yıldız Çekin	No	Board member
Corporate Governance Committee	-	Recep Yılmaz Argüden	No	Board member
Corporate Governance Committee	-	Mehmet Hurşit Zorlu	No	Board member
Corporate Governance Committee	-	Affan Nomak	No	Not board member
Committee of Early Detection of Risk	-	Şevki Acuner	Yes	Board member
Committee of Early Detection of Risk	-	Hüseyin Faik Açıkalin	No	Board member
Committee of Early Detection of Risk	-	Tuğban İzzet Aksoy	No	Board member

Corporate Governance Information Form

4. BOARD OF DIRECTORS-III

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”
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”

4.6. Financial Rights

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 / Corporate / Policies/ 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

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
Audit Committee	-	100%	100%	4	5
Corporate Governance Committee	-	80%	20%	4	5
Committee of Early Detection of Risk	-	100%	67%	6	6

Sustainability Compliance Statement

Sustainability Principles Compliance Framework, which went into effect with its publication by the Capital Markets Board of Türkiye (CMB) in 2020, sets out basic principles that are expected of statements which publicly-traded companies make concerning the conduct of their environmental, social, and corporate governance (ESG) operations. Although compliance with these principles is voluntary, companies are still required, in keeping with the CMB's "Comply or Explain" rule, either to report their compliance or else to explain why complying is not possible or in the best interests of the company.

Migros' approach to sustainability is the engine powering the realization of its goal to create value for all of its stakeholders and is therefore central to its business model as a company. Migros keeps a close watch on sustainability-related best practices, seeks to conform to such practices, and in this way strives to further improve its sustainability performance.

Migros already conforms to the principles and practices set out in the CMB Sustainability Principles Compliance Framework. Hence, the principles, which the framework treats as non-mandatory but for which non-compliance must be explained, are compiled by the Company. Company practices related to the Sustainability Principles Compliance Framework are presented in the "Sustainability" section of the Migros Integrated Annual Report. Furthermore, detailed information is also presented in the reports pertaining to previous years, which are posted under the "Sustainability" tab on the Company's corporate website (www.migroskurumsal.com).

Sustainability Principles Compliance Report prepared in accordance with the formats defined by the CMB Resolution dated 23 June 2022, numbered 34/977, and approved by the Company's Board of Directors is presented in the Integrated Annual Report and related documents can also be accessed on our Company's page on the Public Disclosure <https://www.kap.org.tr/en/sirket-bilgileri/ozet/1494-migros-ticaret-a-s>



Sustainability Principles Compliance Report

		COMPLIANCE				EXPLANATION	REPORT DETAILS ON PUBLICLY DISCLOSED INFORMATION /LINK
		YES	NO	PARTIAL	N/A		
A. General Principles							
A1. Strategies, Policies and Goals							
A1.1	The Board Of Directors of the corporation has identified which issues, risks and opportunities of environmental, social and corporate (ESG) governance are to be prioritized.	X				As a member of the Board of Directors and the chief executive officer, the Migros CEO holds the highest level of responsibility with respect to sustainability. Appointed by the CEO on behalf of the Board of Directors, the Sustainability Committee manages, implements, monitors and measures the Company's efforts in sustainability. The Company monitors, takes action and reports on its sustainable growth targets, the improvements in line with the sustainable ecosystem strategy into which such targets were integrated, the key performance indicators for such targets and the roadmap under the framework of the Migros Better Future Plan. Various risk indicators, which have been created in order to foresee the risks that could prevent the realization of the Company's strategic business goals, monitor the factors acting as the components of such risks, identify and measure the probability and impact of the actualization of such risks, are being monitored.	Migros 2022 Integrated Annual Report, sections on: Our Migros Better Future Plan, Our Sustainability Committee Our Risk and Opportunities.
	The board of directors of the corporation has prepared and disclosed its ESG policies (for instance Environmental Policy, Energy Policy, Human Rights and Employee Policy, etc.) to the public.	X				The policies Migros has implemented within the scope of its sustainability strategy are accessible through the Company's corporate website.	https://www.migroskurumsal.com/en/about-us/our-policies
A1.2	The short and long term goals identified within the scope of the ESG policies have been disclosed to the public.	X				Our short and medium / long term goals, which have been established in line with ESG policies and categorized under focus areas titled "Better for Our Employees", "Better for Our Customers and Stakeholders", "Better for Our World" and "Better for Innovative Transformation" within the umbrella of the Migros Better Future Plan, have been shared in the "Our Goals" section of the Integrated Annual Report.	Migros 2022 Integrated Annual Report, sections on: Our Migros Better Future Plan, Our Goals.

Sustainability Principles Compliance Report

		COMPLIANCE				EXPLANATION	REPORT DETAILS ON PUBLICLY DISCLOSED INFORMATION /LINK
		YES	NO	PARTIAL	N/A		
A2. Implementation/Monitoring							
A2.1	The committees and/or departments responsible for implementing the ESG policies as well as the persons responsible for ESG matters at the highest level in the relevant corporation were disclosed to the public together with a description of their duties.	X				Appointed by the CEO on behalf of the Board of Directors, the Sustainability Committee manages, implements, monitors and measures the Company's efforts in sustainability. The directors and group managers in all departments of the Company are a part of the Sustainability Committee as natural members. In addition, persons directed by the senior management of departments and who actively work in the field of sustainability also participate in the Sustainability Committee.	Migros 2022 Integrated Annual Report: Our Sustainability Committee section.
	The responsible committee and/or department has submitted at least one report during the year to the board of directors with respect to the activities completed under the scope of the policies.	X				The Sustainability Committee develops strategies on environmental, social and governance issues that can be integrated into the Company's main strategy. Furthermore, goals encompassing the short and medium / long term approach to the strategies that have been determined are submitted to the Senior Management. The main goals that have been submitted are evaluated in light of the opinions that have been obtained and pledges are made with a Board of Directors' resolution. Departments are expected to set at least one annual goal with respect to sustainability as well as supporting the referred main goals. The Sustainability Committee and any subcommittees serving under it report on any work, process evaluations and result analyses the Company has conducted with respect to sustainability 4 times a year on a quarterly basis to the CEO and Senior Management. In addition, the Board of Directors reviews any progress made with respect to the goals.	Migros 2022 Integrated Annual Report: Our Sustainability Committee section.
A2.2	Implementation and action plans have been prepared in line with the ESG goals and disclosed to the public.	X				The annual activity and performance within the framework of the priorities and points of focus indicated in the Migros Better Future Plan, which is the Company's sustainability strategy and roadmap, the risk and opportunities as evaluated in terms of all processes, corporate governance approach, business environment strengthened by adapting to the necessities of the age and new technologies have been shared in the Migros Integrated Annual Report.	Migros 2022 Integrated Annual Report, sections on: Our Migros Better Future Plan, Better for Our Employees, Better for Our Customers and Stakeholders, Better for Innovative Transformation, Better for Our World, Our Responsible and Transparent Governance Approach.
A2.3	The ESG Key Performance Indicators (KPI) have been disclosed to the public together with the levels of achieving such indicators on a yearly basis.	X				The Company is sharing the goals set within the framework of the Migros Better Future Plan and the details of its annual performance in the whole of the Integrated Annual Report. The section titled "Our Goals" also includes goals on issues such as carbon emissions, water consumption, plastic consumption, food loss ratios, work accident ratios, ratio of women in management, sustainable agriculture, monitorability/traceability on a base year, target year and rate of progress basis.	Migros 2022 Integrated Annual Report, sections on: Our Migros Better Future Plan, Our Goals.

Sustainability Principles Compliance Report

		COMPLIANCE				EXPLANATION	REPORT DETAILS ON PUBLICLY DISCLOSED INFORMATION /LINK
		YES	NO	PARTIAL	N/A		
A2.4	Efforts to improve sustainability performance with respect to business processes or goods and services have been disclosed to the public.	X				<p>The Company monitors and discloses its efforts to improve business processes, products and services in line with the “Migros Better Future Plan” under the “Better for Our Customers and Stakeholders” and “Better for Innovative Transformation” headings. Its main efforts and road map are available on its corporate website with more detailed information being shared in the Integrated Annual Report.</p> <p>In addition to its main goals for environmental sustainability, the Company has also directed its efforts to supporting sustainable production, increasing its range of healthy products and transparency in sharing product data. There is also work being done within the scope of Own Brand Quality Policy and Responsible Sourcing Policy.</p>	<p>Migros 2022 Integrated Annual Report, sections on: Our Migros Better Future Plan, Better for Our Customers and Stakeholders, Better for Innovative Transformation.</p> <p>https://www.migroskurumsal.com/en/about-us/our-policies#ozgun-markalar-kalite-politikasi https://www.migroskurumsal.com/en/about-us/our-policies#sorumlu-tedarik-politikasi</p>
A3. Reporting							
A3.1	The annual reports contain comprehensible, accurate and sufficient information on the corporation’s sustainability performance, targets, and activities..	X				<p>The Company’s Integrated Annual Report has been prepared in accordance with the Global Reporting Initiative (GRI) Standards and the International Integrated Reporting Framework published by the International Integrated Reporting Council (IIRC). The Company’s financial and non-financial performance was evaluated with an integrated viewpoint in terms of the 6 capitals; the value created and goals for the future have been shared with all our stakeholders in a clear, transparent, reliable, consistent manner than can be compared to the previous reporting period. The annual activity and performance within the framework of the priorities and points of focus indicated in the Migros Better Future Plan, which is the Company’s sustainability strategy and roadmap, the risk and opportunities as evaluated in terms of all processes, corporate governance approach, business environment strengthened by adapting to the necessities of the age and new technologies have been shared in the Migros Integrated Annual Report.</p>	<p>Migros 2022 Integrated Annual Report, sections on: Our Migros Better Future Plan, Our Goals, Sustainability Performance Indicator, Performance and Our Goals sections under Better for Our World and Better for Our Employees.</p>

Sustainability Principles Compliance Report

		COMPLIANCE				EXPLANATION	REPORT DETAILS ON PUBLICLY DISCLOSED INFORMATION /LINK
		YES	NO	PARTIAL	N/A		
A3.2	The corporation disclosed information on which of the United Nations (UN) 2030 Sustainable Development Goals it is concerned with to the public.	X				<p>The Our Contributions to Sustainable Development Goals section of the Company's Integrated Annual Report discusses which issues have been prioritized by the Company as well as which Sustainable Development Goals (SDGs) are being served through the activities and sustainability work elucidated in the report.</p> <p>The strategically material areas of focus for the company have been matched with the SDGs that benefit under the framework of the Migros Better Future Plan and published on the corporate website.</p> <p>Furthermore, the "From Anadolu to the Future: Anadolu Group Sustainable Development Goals Compliance Report" issued by the Anadolu Group, of which the Company is a member, also contains a detailed SDG compliance study.</p> <p>SDG Map Türkiye provides examples of the work the Company has done with respect to SDGs on its website.</p>	<p>Migros 2022 Integrated Annual Report, sections on: Our Migros Better Future Plan, Our Contribution to Sustainable Development Goals.</p> <p>https://www.migroskurumsal.com/en/sustainability/migros-iyi-gelecek-plan</p> <p>https://www.anadolugrubu.com.tr/Upload/Docs/SKA_Uyumluluk_Raporu_Insert_2015-2021.pdf</p> <p>https://sdgmapturkey.com/marka/migros/</p>
A3.3	Any actions filed and/or concluded against the corporation with respect to ESG matters and which could be material to ESG policies and/or materially affect business were disclosed to the public.	X				<p>Lawsuits filed and/or concluded against the Company are disclosed on the Public Disclosure Platform ("KAP") and published in the Integrated Annual Report as deemed necessary/material.</p>	<p>Migros 2022 Integrated Annual Report, sections on: Environmental Management, Privacy and Data Security, Compliance with Corporate Policies and Code of Ethics, Compliance with Human Rights Principles, Report on Compliance with Corporate Governance Rules.</p>
A4. Verification							
A4.1	The corporation's ESG Key Performance measurements were verified by an independent third party and disclosed to the public.	X				<p>The Company's carbon emissions, compliance with human rights, and statements with respect to supplier audits are being verified by independent institutions. The relevant data is shared in the Integrated Annual Report under "Verification and Assurance Statements".</p>	<p>Migros 2022 Integrated Annual Report, sections on: Statement of Independent Assurance in Human Rights and Supply Chain, Greenhouse Gas Emissions Verification Statement.</p>

Sustainability Principles Compliance Report

		COMPLIANCE				EXPLANATION	REPORT DETAILS ON PUBLICLY DISCLOSED INFORMATION /LINK
		YES	NO	PARTIAL	N/A		
B. Environmental Principles							
B1	The corporation has disclosed its policies and practices, action plan, environmental management systems (known as the ISO 14001 standard) and programs on environmental management to the public.	X				<p>Migros Environmental Policy envisions working together with the Company's stakeholders, raising environmental awareness, protecting the environment and projects, which put the needs of future generations to the forefront with the aim to leave behind a clean environment for them.</p> <p>The Company holds an ISO 14001 certificate covering all of its service areas. The Migros Better Future Plan describes issues with higher priority and action plans. The Company identifies and controls the environmental dimensions and risks of its activities from a cycle of life viewpoint, thereby focusing its efforts on reducing the factors that have a negative impact on the environment. The Integrated Annual Report describes the projects aimed at reducing environmental pollution.</p>	<p>Migros 2022 Integrated Annual Report, sections on: Our Migros Better Future Plan, Better for Our World.</p> <p>https://www.migroskurumsal.com/en/about-us/our-policies#cevre-politikasi</p> <p>https://migroskurumsalstr.blob.core.windows.net/migroskurumsalstr/iso-14001-cevre-yonetim-sistemi-638049692197408430.pdf</p>
B2	Any constraints on the scope, reporting period, reporting date, reporting conditions for the environmental reports prepared with respect to the provision of information on environmental management have been disclosed to the public.	X				The Company's Integrated Annual Report covers the 12-month period between 1 January 2022 and 31 December 2022. The financial data in the Report covers (99.9% of) all our activities, sustainability data and domestic activities.	Migros 2022 Integrated Annual Report: About the Report section.
B3	Provided in A2.1.	X					

Sustainability Principles Compliance Report

		COMPLIANCE				EXPLANATION	REPORT DETAILS ON PUBLICLY DISCLOSED INFORMATION /LINK
		YES	NO	PARTIAL	N/A		
B4	Environmental targets included as part of reward criteria of performance incentive systems on a stakeholder basis (such as members of the board of directors, managers, employees) have been disclosed to the public.	X				<p>The Board of Directors directs our Company's strategic approach regarding sustainable growth and responsible and efficient use of resources. We are committed to the goals of reducing the Company's footprint, water footprint and rate of food loss, energy conservation and increasing female representation at higher management levels with the signatures of the Board of Directors.</p> <p>The Sustainability Committee develops strategies on environmental, social and governance issues that can be integrated into the Company's main strategy. Furthermore, goals encompassing the short and medium / long term approach to the strategies that have been determined are submitted to the Senior Management. The main goals that have been submitted are evaluated in light of the opinions that have been obtained and pledges are made with a Board of Directors' resolution. Departments are expected to set at least one annual goal with respect to sustainability as well as supporting the referred main goals.</p>	Migros 2022 Integrated Annual Report, sections on: Our Board of Directors, Our Sustainability Committee, Assessment of Risks Connected to Climate Change, Our Sustainable Distribution Systems.
B5	How environmental problems marked as a priority will be integrated into business objectives and strategies has been disclosed to the public.	X				<p>The Company follows its environmental, social and governance priorities and roadmap on sustainability within the framework of its "Migros Better Future Plan". The Company continues its work with the goal of monitoring, controlling and minimizing the environmental impacts that could arise from its operations. The Company has mainly prioritized "Supporting the Circular Economy", "Extensive Combat Against the Climate Crisis" and "Sustainable Agriculture and Saving Food". The goals for and progress made in each prioritized issue has been explained in the Integrated Annual Report.</p>	Migros 2022 Integrated Annual Report, sections on: Our Migros Better Future Plan, Our Goals, Better for Our World.
B6	Provided in A2.4	X					

Sustainability Principles Compliance Report

		COMPLIANCE				EXPLANATION	REPORT DETAILS ON PUBLICLY DISCLOSED INFORMATION /LINK
		YES	NO	PARTIAL	N/A		
B7	How environmental matters, encompassing suppliers and customers throughout the corporation value chain, including operations, are managed and integrated into business objectives and strategies has been disclosed to the public.	X				As shown from its values of “Better for Our World” and “Better for our Customers and Stakeholders”, the Company includes its stakeholders in its business strategy in order to minimize its environmental impact. Through its Sustainable Business Partners Network it implements projects together with its suppliers to measure and reduce the carbon footprint of the goods it sells, reduce the use of plastic packaging, support sustainable agriculture and small manufacturers, and prevent food waste together with its suppliers under the scope of WRI 10x20x30. Furthermore, annual audits of suppliers also include environmental matters in their scope. We also have projects such as The Bag-Free Shopping Movement and Save Your Food project to integrate customers as well.	Migros 2022 Integrated Annual Report, sections on: Better for Our World, Better for Our Customers and Stakeholders.
B8	Whether relevant institutions and non-governmental organizations were involved in creating environmental policy as well as any collaborations with such institutions and organizations has been disclosed to the public.	X				In the international arena, Migros is an active member of the Consumer Goods Forum (CGF). At a national level, Migros shares its opinion through the GPD, TAMPF, TÜSiAD and TOBB Retail Council, of which it is a member, as may be requested by municipalities or ministries. The Company also supports the Save Your Food campaign implemented by the Ministry of Agriculture and Forestry and the Business Plastics Initiative started under the leadership of Global Compact, SKD and TÜSiAD.	Migros 2022 Integrated Annual Report: Communication with Our Stakeholders section.
B9	Environmental impact information in light of environmental indicators (Greenhouse gas emissions (Scope-1 (Direct), Scope-2 (Indirect Energy), Scope-3 (Other Indirect), air quality, energy management, water and wastewater management, waste management, biodiversity impact) has been disclosed to the public in a periodically comparable manner.	X				Information under the stated headings are shared in the Integrated Annual Report in the form of trends for a minimum of 3 years to ensure that any progress made can be monitored. The Company has nothing to share with respect to air quality since it is not a manufacturing firm.	Migros 2022 Integrated Annual Report, sections on: Better for Our World, Sustainability Performance Indicators.
B10	The standards, protocols, methodology used in gathering data and base year information have been disclosed to the public.	X				The GHG Protocol and ISO 14064-3 standard are used in calculating and verifying carbon emissions. The Food Recovery Hierarchy and Global Food Loss and Waste Protocol are used as the basis for food loss ratios. The WRI Aqueduct Water Risk Atlas device is used to measure the water risk and water stress on the facilities used in operations. The performance indicator, base year, target year, annual performance from the base year to the reporting year are reported with respect to all environmental goals.	Migros 2022 Integrated Annual Report, sections on: Better for Our World, Sustainability Performance Indicators.
B11	Increases or decreases in environmental indicators for the reporting year have been disclosed to the public with comparisons to previous years.	X				The Company reports its performance progress on environmental sustainability as a minimum 3-year trend in the Integrated Annual Report. There are also explanations as to status with respect to annual medium / long term goals.	Migros 2022 Integrated Annual Report, sections on: Better for Our World, Sustainability Performance Indicators.

Sustainability Principles Compliance Report

		COMPLIANCE				EXPLANATION	REPORT DETAILS ON PUBLICLY DISCLOSED INFORMATION /LINK
		YES	NO	PARTIAL	N/A		
B12	Short and long term goals to reduce environmental impact have been identified, and these goals have been disclosed to the public together with the level of progress made in achieving the goals from previous years.	X				The Company has set its goals for reducing Scope 1 and 2 emissions, water use, energy consumption, food loss ratio, and plastic waste use in its Migros Better Future Plan. The Company shares the current status of its goals on an annual basis in its Integrated Annual Report.	Migros 2022 Integrated Annual Report: Better for Our World section.
B13	A strategy for fighting the climate crisis has been formed and the planned actions have been disclosed to the public	X				In its Migros Better Future Plan, the Company indicates that one of its areas of focus will be an extensive combat against climate change. It has announced its goal to reduce its carbon footprint by 42% by 2030 in line with the 1.5 °C scenario and continues its efforts to have this target verified as a science-based by the SBTi (Science-Based Target initiative). To this end it shares its efforts to save power and prevent cooling gas leaks as well as investments in renewable energy.	Migros 2022 Integrated Annual Report, sections on: Better for Our World, Extensive Combat Against Climate Change.
B14	Programs or procedures that have been put into place to prevent or minimize the negative impacts products and/or services could potentially have on the environment have been disclosed to the public.	X				The life cycle analysis and carbon footprint of the Company's own brand products have been calculated. In depth efforts continue to make the packaging used for the Company's own brand products more sustainable. 25% of the packaging for 6 non-food own brand goods is made of r-Pet. Efficiency projects to reduce greenhouse emissions in distribution and logistics are also ongoing. Furthermore, as a member of the Business Plastic Initiative, the Company follows the goal of reducing its use of plastic.	Migros 2022 Integrated Annual Report, sections on: Our Carbon Footprint, Supporting a Circular Economy and Our Effective Waste Management, Our Efforts to Reduce Plastic Waste
	Actions have been taken to reduce the greenhouse gas emissions of third parties (for instance suppliers, subcontractors, vendors, etc.) and such actions have been disclosed to the public.	X				The Company implemented the "Sustainable Business Partners Network" platform in order to measure the impact of the products it sells on Scope 3 emissions as accurately as possible. It monitors the environmental parameters such as carbon emissions, water consumption and waste quantity of its suppliers and expects them to set goals for improvement in light of climate change. It also provides workshops for its suppliers under the framework of the platform.	Migros 2022 Integrated Annual Report, sections on: Our Carbon Footprint, Our Carbon Footprint Efforts Targeting Our Suppliers.
B15	The environmental benefits/gains and cost savings provided by initiatives and projects aimed at mitigating environmental impacts have been disclosed to the public.	X				As part of its extensive combat against climate change, the Company is working on projects to reduce its power consumption and use of cooling gases and shares its annual savings from these projects. The Company also reports to the CDP (Carbon Disclosure Project) Climate Change and Water Security programs every year.	Migros 2022 Integrated Annual Report: Our Energy Efficiency Efforts section.
B16	Energy consumption (natural gas, diesel fuel, petrol, LPG, coal, electricity, heating, cooling, etc.) data has been disclosed to the public under Scope-1 and Scope-2.	X				The Company shares its power consumption data, together with detailed breakdowns in the form of 3-year trends in its Integrated Annual Report.	Migros 2022 Integrated Annual Report: Our Energy Efficiency Efforts section.

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		COMPLIANCE				EXPLANATION	REPORT DETAILS ON PUBLICLY DISCLOSED INFORMATION /LINK
		YES	NO	PARTIAL	N/A		
B17	The power, heat, steam and cooling generated in the reporting year have been disclosed to the public.	X				The Company does not have any heating, cooling or steam consumption or sales as a secondary power source. It shares its electricity and other power consumption in the form of 3-year trends in its Integrated Annual Report.	Migros 2022 Integrated Annual Report: Our Energy Efficiency Efforts section.
B18	Work has been done to increase use of renewable energy, transitioning to zero or low carbon electricity and these have been disclosed to the public.	X				The Integrated Annual Report provides detailed information on the Company's renewable energy investments. The Company installed a solar power plant on the roof of its Adana Distribution Center in 2022. It has also obtained an I-REC International Renewable Energy Certificate by obtaining approximately 21% of its annual electricity consumption (134,100 MWh) from renewable sources.	Migros 2022 Integrated Annual Report, sections on: Our Energy Efficiency Efforts, Renewable Energy.
B19	Renewable energy generation and use data has been disclosed to the public.	X				The Company's renewable energy consumption numbers are shared in the form of 3-year trends in the Company's power consumption data. The Company installed a solar power plant on the roof of its Adana Distribution Center in 2022. It has also obtained an I-REC International Renewable Energy Certificate by obtaining approximately 21% of its annual power consumption (134,100 MWh) from renewable sources.	Migros 2022 Integrated Annual Report, sections on: Our Energy Efficiency Efforts, Renewable Energy.
B20	Energy efficiency projects were carried out and the energy consumption and emission reduction made possible thanks to such energy efficiency projects were disclosed to the public.	X				In addition to its goal of reducing Scope 1 and Scope 2 emissions by 42% by 2030, the Company also aims to reduce its power consumption by 35% per sales square meter. To this end, optimization is achieved through a switch to new generation systems and central control over cooling, air conditioning and lighting. The Company shares its efforts to reduce power consumption, the savings achieved, and the emissions prevented within the context of its extensive combat against climate change.	Migros 2022 Integrated Annual Report: Our Energy Efficiency Efforts section.
B21	Water consumption, amount of water obtained from underground or above ground, recycled and discharged, if any, water sources and procedures have been disclosed to the public.	X				The Company reports the water drawn, consumed, and discharged during its operations based on source type. The Company aims to reduce its water use by 10% per sales square meter and has disclosed the projects it has implemented with this goal in mind. The Company also reports to the CDP (Carbon Disclosure Project) Water Security program every year.	Migros 2022 Integrated Annual Report, sections on: Our Sustainable Water Management, Sustainability Performance Indicators.
B22	Whether operations or activities are a part of a carbon pricing system (Emission Trading System, Cap & Trade or Carbon Tax) has been disclosed to the public.	X				The Company is not a part of the carbon pricing system. On the other hand, the pricing established through the efforts of the Ministry of Environment, Urbanization and Climate Change within the scope of the Partnership for Market Readiness (PMR) program are used as the basis for internal valuations.	Migros 2022 Integrated Annual Report: Carbon Pricing section.
B23	Any carbon credits accrued or purchased during the reporting period have been disclosed to the public.	X				The Company did not receive any carbon credit during the reporting period.	Migros 2022 Integrated Annual Report: Our Carbon Footprint section.

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		COMPLIANCE				EXPLANATION	REPORT DETAILS ON PUBLICLY DISCLOSED INFORMATION /LINK
		YES	NO	PARTIAL	N/A		
B24	If carbon pricing is being implemented within the corporation, the details have been disclosed to the public.	X				The Company uses the pricing established through the efforts of the Ministry of Environment, Urbanization and Climate Change within the scope of the Partnership for Market Readiness (PMR) program as the basis for internal valuations.	Migros 2022 Integrated Annual Report: Carbon Pricing section.
B25	The platforms on which the corporation announces its environmental information have been disclosed to the public.	X				The Company publishes its efforts regarding sustainability during the year in the Integrated Annual Report, the CDP Climate Change program, the CDP Water Security program and its corporate website.	Migros 2022 Integrated Annual Report: Better for Our World section. https://www.migroskurumsal.com/en/sustainability
C. Social Principles							
C1. Human Rights and Employee Rights							
C1.1	A Corporate Human Rights and Employee Rights Policy has been generated to cover the Universal Declaration of Human Rights, the ILO Conventions ratified by Türkiye, and other relevant legislation, the persons responsible for implementing the policy have been assigned and both the policy and those responsible have been disclosed to the public.	X				The Company has a Human Resources Policy and a Human Rights and Equal Opportunity Policy in place. The implementation of these policies are supervised by Chief Human Resources Officer. The Internal Audit Department also monitors compliance with the policies and regularly reports to the Senior Management.	Migros 2022 Integrated Annual Report: Human Rights Compliance section. https://www.migroskurumsal.com/en/about-us/our-policies#insan-haklari-ve-firsat-esitligi-politikasi https://www.migroskurumsal.com/en/about-us/our-policies#insan-kaynaklari-politikasi
C1.2	The employee policy covers fair employment practices, improvement of labor standards, employment of women and issues of inclusivity (no discrimination on grounds such as gender, race, religion, language, marital status, ethnic identity, sexual preference, gender identity, family responsibilities, union activities, political opinions, disabilities, social and cultural differences, etc.) while also having taken into consideration the impacts on the supply and value chain.	X				The Company discloses the main principles it expects its suppliers to comply with in its Responsible Sourcing Policy and every contract executed with suppliers contains a clause requiring an undertaking to comply with such principles. Every year the Company conducts ethics, social and environmental audits of its suppliers under the scope of the GC-Ethical Compliance. These processes are disclosed in detail in the Integrated Annual Report.	Migros 2022 Integrated Annual Report: Sustainable Growth with Our Suppliers section. https://www.migroskurumsal.com/en/about-us/our-policies#sorumlu-tedarik-politikasi
C1.3	The precautions taken throughout the value chain in terms of safeguarding the rights/equal opportunities of certain economically, environmentally, socially sensitive segments (such as low-income segments, women, etc.) have been disclosed to the public.	X				One of the areas the Company has identified in the Migros Better Future Plan as a point of focus is Gender Equality and Equal Opportunity. It shares the projects it has implemented both internally and at a societal level within this context. Furthermore, every year it conducts ethics, social and environmental audits of its suppliers under the scope of the GC-Ethical Compliance.	Migros 2022 Integrated Annual Report, sections on: Gender Equality and Equal Opportunity, Sustainable Growth with Our Suppliers.

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		COMPLIANCE				EXPLANATION	REPORT DETAILS ON PUBLICLY DISCLOSED INFORMATION /LINK
		YES	NO	PARTIAL	N/A		
C1.4	Developments regarding practices in place to prevent and correct discrimination, inequality, human rights violations, forced labor and child labor have been disclosed to the public.	X				In every activity of the Company forced labor / child labor and discrimination are prohibited with very clear language. Its statements regarding this matter are also verified independently. Every year, the Company conducts both internal audits and audits of its suppliers with respect to this issue and transparently publishes the results in its Integrated Annual Report. Moreover, the supplier audits are also included in the third-party assurance.	Migros 2022 Integrated Annual Report, sections on: Gender Equality and Equal Opportunity, Sustainable Growth with Our Suppliers, Human Rights Compliance.
C1.5	The employee policy touches upon issues regarding investments made in employees (training, development policies), severance, employee side benefits, right to unionization, work/life balance solutions and talent management.	X				The training provided to Company employees for career and personal development, unionization rights, and side benefits are disclosed in the Integrated Annual Report. In addition, the Company also has a Human Rights Policy, Severance Policy and Human Rights and Equal Opportunity Policy in place.	Migros 2022 Integrated Annual Report: Better for Our Employees section. https://www.migroskurumsal.com/en/about-us/our-policies#insan-haklari-ve-firsat-esitligi-politikasi https://www.migroskurumsal.com/en/about-us/our-policies#insan-kaynaklari-politikasi https://www.migroskurumsal.com/en/about-us/our-policies#tazminat-politikasi
	Dispute resolution procedures have been established by creating mechanisms to resolve employee complaints and disputes.	X				The etikkurul@migros.com.tr email address and Migros Hotline are available for employees. Employees may share their requests anonymously. The Company has established an “Ethical Denunciation Monitoring and Recording” system in order to gather, evaluate and systematically monitor tips collected from various channels such as the call center, email or mobile application.	Migros 2022 Integrated Annual Report: Compliance with Corporate Policies and Code of Ethics section.
	Activities carried out during the reporting year with the aim of ensuring employee satisfaction have been disclosed to the public.	X				The performance cards for all directors at a managerial or higher level include a “Employee Satisfaction and Loyalty” goal. Moreover, an independent research firm measures the levels of employee satisfaction and loyalty to the Company with the “Employee Loyalty and Satisfaction Survey” it conducts every year. The Company’s efforts toward projects for contributing to employee development, employee satisfaction and employee health are disclosed.	Migros 2022 Integrated Annual Report: Better for Our Employees section.
C1.6	Occupational health and safety policies have been prepared and disclosed to the public.	X				The Company has an Occupational Health and Safety Policy in place.	https://www.migroskurumsal.com/en/about-us/our-policies#is-sagligi-ve-guvenligi
	Precautions taken to prevent occupational accidents and protect health as well as accident statistics have been disclosed to the public.	X				The Company discloses the work it conducts within the scope of ensuring occupational health and safety for its employees. Furthermore, it has set the target of lowering its lost time injury frequency rate and shares its work health and safety statistics in the form of 3-year trends.	Migros 2022 Integrated Annual Report, sections on: Occupational Health and Safety, Sustainability Performance Indicators.

Sustainability Principles Compliance Report

		COMPLIANCE				EXPLANATION	REPORT DETAILS ON PUBLICLY DISCLOSED INFORMATION / LINK
		YES	NO	PARTIAL	N/A		
C1.7	Personal data protection and data security policies have been prepared and disclosed to the public.	X				The Company has a Privacy and Data Security Policy, Personal Data Protection and Processing Policy and an Information Security Policy in place. It has also established the requisite auditing and reporting mechanisms within this context. Detailed information is disclosed in the Integrated Annual Report.	https://www.migroskurumsal.com/en/about-us/our-policies#gizlilik-ve-veri-guvenligi https://www.migroskurumsal.com/hakimizda/politikalarimiz#kisisel-verilerin-korunmasi-ve-islenmesi-politikasi https://www.migroskurumsal.com/en/about-us/our-policies#bilgi-guvenlik-politikasi
C1.8	An ethics policy has been prepared and disclosed to the public.	X				The Company has a Code of Ethics and an Anti-Bribery and Anti-Corruption Policy in place. In addition, the audit and monitoring work done with respect to these policies as well as the results thereof are also published every year.	Migros 2022 Integrated Annual Report, sections on: Business Ethics, Anti-Bribery and Anti-Corruption, Compliance with Corporate Policies and Code of Ethics. https://www.migroskurumsal.com/en/about-us/our-policies#migros-etik-kurallari https://www.migroskurumsal.com/en/about-us/our-policies#rusvet-ve-yolsuzlukla-mucadele-politikasi
C1.9	Efforts for social impact investments, social responsibility, financial inclusion and access to funding are disclosed.	X				The Company's social responsibility projects are published on its corporate website and the Integrated Annual Report.	Migros 2022 Integrated Annual Report: Responsibility and Awareness Efforts section. https://www.migroskurumsal.com/en/sustainability/our-works
C1.10	Meetings and educational workshops have been organized to inform employees of the ESG policies and practices.					The Company offers corporate policy training to all employees with regards to its Environmental Policy, Human Rights and Equal Opportunity Policy, Anti-Bribery and Anti-Corruption Policy, Responsible Sourcing Policy and Code of Ethics. The Company also organizes a series of sustainability training to cover environmental matters as well as training on societal gender equality.	Migros 2022 Integrated Annual Report, sections on: Contributions to Employee Development, Sustainability Workshops, Our Efforts for Gender Equality within the Company.
C2. Stakeholders, International Standards and Initiatives							
C2.1	A customer satisfaction policy concerning the management and resolution of customer complaints has been prepared and disclosed to the public.	X				The communication work, research, loyalty programs conducted by the Company to provide its customers with a good and safe experience are disclosed annually. Customer requests received from all channels are integrated and quickly resolved through the Migros Engagement Platform. The Company holds a TSE ISO 10002 Customer Satisfaction Management System quality certificate.	Migros 2022 Integrated Annual Report, sections on: Good and Secure Customer Experience, Quality, Freshness, Hygiene.
C2.2	Information on communications with stakeholders (which stakeholder, subject and frequency) has been disclosed to the public.	X				All channels, methods, and frequency of communication with all main stakeholders in accordance with GRI standards have been disclosed in the Integrated Annual Report in the form of a detailed table.	Migros 2022 Integrated Annual Report: Communication with Our Stakeholders section.

Sustainability Principles Compliance Report

		COMPLIANCE				EXPLANATION	REPORT DETAILS ON PUBLICLY DISCLOSED INFORMATION /LINK
		YES	NO	PARTIAL	N/A		
C2.3	The international reporting standards adopted for reports has been disclosed.	X				The Company's Integrated Annual Report has been prepared in accordance with the Global Reporting Initiative (GRI) Standards and the International Integrated Reporting Framework published by the International Integrated Reporting Council (IIRC). At the same time, sections contributing to the World Economic Forum Stakeholder Capitalism Metrics, the Principles of the United Nations Global Compact, and Sustainable Development Goals have been identified.	Migros 2022 Integrated Annual Report: About the Report section
C2.4	The principles that have been adopted with respect to sustainability as well as any international organizations, committees or principles to which the corporation is a signatory or member have been disclosed to the public.	X				The Company is a member of the Food Waste, Collaboration for Healthier Lives, Product Data coalitions in the Consumer Goods Forum. The Company is also a pledgor under LEAD Network EU, UN Global Compact and Business Plastic Initiative. Its pledges and projects regarding such pledges are disclosed in its Integrated Annual Report.	Migros 2022 Integrated Annual Report: Memberships, Collaborations and Initiatives section.
C2.5	Improvements have been made and work has been done to be added to the sustainability indices of the Istanbul Stock Exchange and/or international index providers.	X				The Company is the only food retailer to have been listed on the Istanbul Stock Exchange for 9 consecutive years and has also earned the right to be included in the Istanbul Stock Exchange Sustainability 25 Index listed for the first time in 2022.	Migros 2022 Integrated Annual Report: Highlights of 2022 section.
D. Corporate Governance Principles							
D1	Stake holders were asked for their opinions when determining the measures and strategies to be enacted for sustainability.	X				Appointed by the CEO on behalf of the Board of Directors, the Sustainability Committee manages, implements, monitors and measures the Company's efforts in sustainability. The Committee determines the Company's strategy and road map for sustainability and organizes surveys to obtain the opinions of customers, suppliers and employees when updating such strategy and roadmap, while also taking into consideration the opinions received from other stakeholders throughout the year.	Migros 2022 Integrated Annual Report, sections on: Our Materiality Matrix in 2022 Our Sustainability Committee.
D2	Studies were carried out regarding social responsibility projects, awareness events and workshops as well as the subject of sustainability and how to increase awareness about its importance.	X				The Company is working on a number of responsibility and awareness projects through various collaborations and discloses the progress made in such projects both on its website and in the Integrated Annual Report.	Migros 2022 Integrated Annual Report: Our Social Contribution Projects and Collaborations section.

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