

MIGROS

CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT





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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 13 October 2023 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 (96.70) on 28 December 2022, was affirmed as 9.67 (96.74) by SAHA on 28 December 2023.

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%	94.97
Average	100%	96.74

Migros’ publicly-traded shares were included in the BIST Sustainability Index when that index was launched ten years ago and have remained in it ever since. Migros’ shares were also included in the BIST Sustainability 25 Index when it was launched on the İstanbul stock exchange 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 3 May 2023, Hüseyin Faik Açıklın, 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 Açıklın 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 integrated 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).

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).



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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;
- Keep abreast of and analyze information about 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 Investor Relations Line. 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 Group 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 2023 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: 86

Board of Directors resolutions passed: 41

Domestic and international conferences and roadshows taken part in: 9

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 29 March 2023, 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 2023 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 2023, PwC 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 3 May 2023, 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. Independent Board Member Hüseyin Faik Açıkalın was appointed to replace Şevki Acuner, who resigned from his positions as a member and Chairman of the Audit Committee.



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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' 2022 activities and accounts were examined took place on 11 April 2023 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 Nuran Devrim, who had been charged with this duty by İstanbul Trade Directorate letter numbered 84412763 and dated 7 April 2023.

2022 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 11,645,544,576.7 shares out of a possible 18,105,423,300 corresponding to TL 116,455,445.767 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 10817 of Türkiye Ticaret Sicili Gazetesi on 24 April 2023. 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 2022, the Company's charitable donations to organizations and campaigns including Educational Volunteers Foundation of Türkiye, Aegean Forest Foundation, Koç University, Anadolu Education and Social Assistance Foundation, Turkish Education Foundation, Turkish Red Crescent Association etc. amounted to TL 1,410,405.62.

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 2022, which were of the nature mentioned in the said principle.

The decisions passed at the 2022 Ordinary General Assembly Meeting have been carried out.

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.



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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

Migros shareholders at the company's ordinary general meeting approved the company's new dividend policy on 11 April 2023. The policy reads as follows:

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

In line with the Corporate Governance Principles, a balanced and accurate policy is followed between the benefits of the shareholders and the Company. By taking our Company's long-term strategies, investment and financing plans as well as its profitability into consideration, our Company targets to distribute 50% of its annual net distributable profit every year, in cash or in the form of bonus shares of stock, or some combination of the two. This policy is subject to the Company's cash flow projections,

forward looking expectations on its operations, investment plans and economic conditions. The General Assembly may decide to distribute dividend which differs from the targeted percentage by taking all these factors into consideration.

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

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

The Board of Directors' dividend distribution proposal for 2022 was discussed at the General Assembly meeting convened on 11 April 2023. Accordingly it was decided;

- to distribute gross dividends of TL 472,000,000.00 to be fully paid in cash, after allocating TL 47,200,000.00 of secondary legal reserves, from "other distributable resources" in the consolidated financial statements prepared in accordance with the capital markets legislation and in the legal records prepared in accordance with the Tax Procedure Law.
- to pay dividend TL 2.6069536 gross=net for shares at the nominal value of TL 1 for our shareholders which are full taxpayer institutions or limited taxpayer institutions obtaining dividend through a workplace or permanent representatives in Turkey,
- to pay gross dividend of TL 2.6069536 and net dividend of TL 2.3462582 (by deducting 10% withholding tax) cash for shares at the nominal value of TL 1 for our other shareholders,
- to start dividend distribution on 30 May 2023 upon completion of the legal process following the General Assembly Meeting and to authorize the Board of Directors to engage in necessary transactions.

These dividends have since been paid in full.

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

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.



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The Company's capital structure as of 31 December 2023 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

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



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Supplier Policy, etc.) are posted on the corporate website. Company employees, 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.
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.



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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.

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.



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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.

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.



CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

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.
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.



CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE 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-171. 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 CEO Ömer Özgür Tort. In the company, the duties of Chairman of the Board of Directors and CEO are fulfilled by different people. 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-171, 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. 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 2023 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)	11 April 2023	1 Year
Kamilhan Süleyman Yazıcı	Vice Chairman (Non-executive)	11 April 2023	1 Year
Talip Altuğ Aksoy	Member (Non-executive)	11 April 2023	1 Year
Mehmet Hurşit Zorlu	Member (Non-executive)	11 April 2023	1 Year
Esel Yıldız Çekin	Member (Non-executive)	11 April 2023	1 Year
Rasih Engin Akçakoca	Member (Non-executive)	11 April 2023	1 Year
Recep Yılmaz Argüden	Member (Non-executive)	11 April 2023	1 Year
Ömer Özgür Tort	Member and CEO (Executive)	11 April 2023	1 Year
Hüseyin Faik Açıkalın	Independent Member (Non-executive)	11 April 2023	1 Year
Emre Ekmekçi	Independent Member (Non-executive)	11 April 2023	1 Year
Bariş Tan	Independent Member (Non-executive)	11 April 2023	1 Year
Bekir Ağırđır*	Independent Member (Non-executive)	04 September 2023	1 Year

*Migros independent director Şevki Acuner, who was elected as board member on 11 April 2023, resigned his seat on the Board of Directors. With the approval letter of Capital Markets Board dated 4 September 2023, Bekir Ağırđır was appointed to fill the board vacancy until the next meeting of the Migros general assembly of shareholders.

Age Distribution of the Board of Directors

30-50	58%
Over 50	42%



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 2022, 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.

j) That I am neither registered nor designated as a representative of any legal entity that controls a seat on the Board of Directors.

Hüseyin Faik Açıkalın

Emre Ekmekçi

Barış Tan

Bekir Ağırđır

Independent Member of
Board of Directors

Independent Member of
Board of Directors

Independent Member of
Board of Directors

Independent Member of
Board of Directors



CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

5.2 Operating Principles of the Board of Directors

In line with corporate governance principles, the Migros Board of Directors maintains transparency, accountability, fairness, and responsibility in the conduct of its operations. Through a value-driven business model and integrated approach, the board embraces governance principles that are compatible with the interests of all stakeholders. Recognizing the value of planning for the future today, Migros places sustainability at the core of its operations. This approach, combined with a focus on meeting the needs and expectations of all stakeholders, drives the company's commitment to long-term value creation. 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-171, 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 2023 the Migros Board of Directors passed 41 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 2023. 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 2023. 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-171 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-171, 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 2023 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.

The Audit, Corporate Governance, and Early Detection of Risk committees all report directly to the Board of Directors as required by the Turkish Commercial Code and by Capital Markets Board regulations. The Sustainability, Occupational Health & Safety, and Ethics committees report directly to the CEO.



CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

GRI 2-9

a. Audit Committee

At a meeting of the Board of Directors held on 3 May 2023, 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. Independent Board Member Hüseyin Faik Açıkalın was appointed to replace Şevki Acuner, who resigned from his positions as a member and Chairman of the Audit Committee.

Audit Committee

Hüseyin Faik Açıkalın	Committee Chairman	Independent Member	Non-executive
Barış Tan	Member	Independent Member	Non-executive

As required by CMB Corporate Governance Communiqué II-17.1, Migros Audit Committee members are elected from among the company's independent directors and have at least five years of professional experience in auditing, accounting, and/or finance.

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

GRI 2-9

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 3 May 2023, the board decided to elect Hüseyin Faik Açıklalın, 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 Açıklalın to head the committee. The Committee meets at least four times a year and is formed of 5 members.

Corporate Governance Committee

Hüseyin Faik Açıklalın	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).

c. Early Detection of Risk Committee

At a meeting of the Board of Directors held on 3 May 2023, it was decided to elect Şevki Acuner, Hüseyin Faik Açıklalın and Talip Altuğ 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. Independent Board Member Barış Tan was appointed to replace Şevki Acuner, who resigned from his positions as a member and Chairman of the Early Detection of Risk Committee.



CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

GRI 2-9, 2-14, 2-15

Early Detection of Risk Committee

Bariş Tan	Committee Chairman	Independent Member	Non-executive
Hüseyin Faik Açıkalın	Member	Independent Member	Non-executive
Talip Altuğ Aksoy	Member	Not an Independent Member	Non-executive

The Early Risk Detection Committee has the highest responsibility for managing, monitoring, and auditing risks, subject only to the oversight of the CEO. 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.

The Risk Management Group Department works closely with the Chief Financial Officer and Early Risk Detection Committee in the conduct of its operations. Whenever this department identifies risks, it quickly devises and implements measures to deal with them. The department tracks a variety of risk indicators, aiming both to anticipate and assess the likelihood and impact of potential risks and to identify the factors contributing to their existence. Risk-monitoring, management, and control functions are key performance indicators (KPI) for those responsible for such issues and have a direct impact on their annual performance bonuses: 40% in the case of the head of the Risk Management Group and 5% in the cases of the director of investor relations & risk management (to whom they report) and of the CFO.

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)

Committees and boards that report directly to the CEO

Migros Sustainability Committee

The Migros Sustainability Committee oversees all aspects of any issues that may impact the company's sustainability performance. Its members are appointed by the CEO acting on behalf of the Migros Board of Directors, of which he is also a member. The CEO has ultimate responsibility for all sustainability-related issues at Migros.

Migros Sustainability Committee operating principles

All Migros employees, regardless of their position, are involved in the management and control of sustainability issues. This is a responsibility that is shared across the company from top to bottom and from bottom to top. The Migros Sustainability Committee is responsible for the management and oversight of sustainability issues at Migros. Its membership consists of a chair, who is appointed by the CEO, and all department and group heads. Employees actively involved in sustainability issues across all key company functions are appointed to the committee with the guidance of senior management. The committee identifies the company's key short, medium, and long-term sustainability targets and submits them to senior management for consideration. All targets are finalized and committed to with the approval of the Migros Board of Directors. All departments are expected to integrate sustainability into their annual target-setting processes, ensuring that at least one aligns with the company's broader sustainability goals. All sustainability-related decisions are made in line with national and international key performance indicators. All performance results are transparently reported every year.

The entire Migros Sustainability Committee must convene at least twice a year to review and assess recent sustainability-target performance issues and decide what needs yet to be done. Issue-specific subcommittees are designated to make sustainability targets more achievable; they report their activities and results to the Sustainability Committee as a whole. These subcommittees convene as frequently as circumstances may require. To ensure the more effective measurement of Migros' social and environmental impact, the Migros Sustainability Committee and its subcommittees submit quarterly reports of their activities, process assessments, and result analyses to the CEO and senior management. The Migros Board of Directors reviews target-performance and progress.



CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

GRI 2-26

Duties of the Migros Sustainability Committee

- Tracking and assessing national and international developments and emerging trends in sustainability
- Setting targets in key areas, designing projects to achieve those target, and reporting on progress and outcomes
- Conducting an annual review and assessment of the adequacy and effectiveness of Migros' sustainability policy and updating the policy as circumstances may require.

Migros Occupational Health & Safety Committee

Migros takes a proactive approach to maximizing occupational health and safety. The company's OHS management system consists of two key components: the Migros OHS Group Directorate and the Migros Headquarters OHS Committee. The head of the OHS Group represents the company on OHS-related issues. The Migros Headquarters OHS Committee's membership consists of senior human-resources management, related departmental executives, and full-time workplace safety specialists and physicians who have been appointed to sit on the committee in accordance with applicable laws and regulations. The committee reports directly to the CEO. It is responsible for regularly reviewing and assessing OHS processes at all Migros-owned workplaces everywhere in Türkiye so as to maintain the highest possible level of company employee health and safety.

Migros Executive Ethics Committee

The Migros Ethics Committee reviews and assesses the results of internal audits of the company's antibribery & anticorruption processes and practices, aspects of the company's operations that are exposed to elevated ethical risks, and all matters involving Migros' ethical guidelines. The committee is chaired by the Migros director responsible for industrial relations; its other members are the Migros directors responsible for corporate communication, internal audit, legal affairs, and sales. The Migros Ethics Committee convenes at least once every three months and four times a year as well as whenever circumstances warrant.

The Migros Ethics Committee is responsible for reviewing and assessing company-wide compliance with Migros' antibribery & anticorruption, human rights, and opportunity equality policies and with Migros' ethical guidelines. It reports its activities and findings to the Migros Executive Ethics Committee.

The Migros Executive Ethics Committee is charged with reviewing and ruling on internal ethics disputes communicated to it by the Migros Ethics Committee. It makes decisions on matters that are of concern to the whole company and its decisions are binding on the whole company. It is chaired by the CEO; its other members are the assistant general manager responsible for human rights and industrial relations, executive committee members responsible for retailing operations and for financial affairs, the Migros director responsible for industrial relations. The Migros Executive Ethics Committee convenes as

needed but at least twice a year. The committee plays a vital role in the company's ethical governance by identifying and addressing ethical issues and by advising senior management on appropriate solutions.

5.4 Risk Management and Assessment by the Management Loans

As at 31 December 2023, TL equivalent of the Company's loan payables is TL 2,019,170 thousand (including TFRS: TL 10,269,978 thousand). The repayment schedule for the nominal principal amount of the Company's financial payables as at 31 December 2023 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 2023.

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 2023.

Within the scope of the activities conducted with the Company employees, the Early Detection of Risk 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. The Migros Early Detection of Risk Committee was set up to manage any and all manner of strategic, operational, and financial risks capable of endangering the company's existence, wellbeing, or continuity.

Company departments record all operational risks deemed to be material. This information is collected, compiled, and reported to senior management annually for use as input in the formulation and updating of Migros' risk map. For physical risks, incident and near-miss forms filled out by employees are tracked by the OHS unit. Employee feedback also serves as important input in the conduct of annually-conducted departmental reviews and assessments of material risk criteria. All company units analyze and monitor risk indicators, any changes in which are reported to and evaluated by the Migros Early Risk Detection Committee. The committee convenes at regular intervals to determine whether or not appropriate risk mitigation action is being taken. The Migros Early Risk Detection Committee must convene at least six times a year for this purpose.

Risk assessments are conducted using a data-driven approach, with key risk areas being evaluated, financial risks being monitored through performance indicators, and operational risks being assessed based on such metrics as stock levels, stock loss rates, and stock disposal rates.

As part of its overall risk management approach, Migros contracts insurance coverage for transferable external risks such as natural disasters (earthquakes, fires, floods etc) and cyberattacks while also



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taking action to manage non-transferable risks more effectively. It may also outsource some services from several service providers in order to reduce its exposure to risk concentration.

Through its Integrated Quality Management System, Migros tracks compliance with the requirements of its quality, occupational health, food safety, customer satisfaction, and environmental management systems. Taking the needs and expectations of all parties concerned into account, the company identifies risks and opportunities in its processes so as to improve them by enhancing their beneficial impact and preventing unintended effects. In the conduct of supplier audits, attention is given to product-safety, ethical, environmental, and social risks capable of impacting company operations. Whenever risks are identified, plans are formulated to manage them.

The boards of directors of Migros subsidiaries have also published risk management policies governing their own companies' risk management practices.

The Migros Early Risk Detection Committee convened six times in 2023. Reports of the committee's activities and findings are regularly submitted to the Migros Board of Directors according to established guidelines.

Internal working groups have been set up both to raise company-wide awareness about the possibility of an earthquake in the Marmara Region and to review Migros' existing risk management, crisis management, and disaster response & recovery plans. With the help of earthquake preparedness consultants, cross-functional working groups have begun developing alternative working plans for all headquarters units to ensure business continuity in the event of a serious earthquake affecting Istanbul. Migros has also contracted licensed structural engineering firms on a project to conduct comprehensive seismic risk assessments of all stores, administrative buildings, warehouses, and distribution centers currently in use. The aim of this project is to identify structural weaknesses in buildings and, where feasible, take measures to deal with them so that the buildings may continue to be used. For buildings that cannot be strengthened, work is in progress to identify alternative premises so that the existing ones can be vacated.

Migros provides its employees with a range of training resources to enhance their understanding and awareness of risk management principles. Administrative unit personnel and store managers are provided with a comprehensive three-part online training and assessment package covering corporate governance, risk management, and general knowledge. An external consultancy is contracted to provide Migros senior managers with specialized training on such issues as crisis management and earthquake preparedness & recovery. This training includes practice scenarios and simulations.

Internal auditing mechanisms

The Migros Internal Audit Department is responsible for investigating potential bribery and corruption risks by analyzing operational data. Particular attention is given to scrutinizing data from employees who are exposed to elevated bribery and corruption risks on account of the nature of their duties.

The department keeps a close watch on all company activities and operations by conducting internal audits throughout the year. In cases where a potential irregularity is identified, the department initiates a comprehensive investigation to assess the situation and determine what action needs to be taken. In cases where the irregularity necessitates legal action, the department notifies those concerned and recommends corrective measures to rectify the situation.

The Migros Internal Audit Department regularly and functionally submits all findings, results, and analyses deemed important in the areas of antibribery & anticorruption, ethical behavior, and human rights to the Migros Audit Committee. The department provides its own personnel with training and other resources to ensure that they comply with internationally accepted auditing standards and practices in the performance of their duties. Detailed information is provided in the Migros Internal Audit Quality Policy.

The Migros Internal Audit Department conducted quarterly audits in 2023, as approved by the Migros Audit Committee, and reported all findings to the committee. In addition to regular audits, the department also audited issues that had been reported to senior management and for which a decision had been made that action needed to be taken.

As in previous years, the Migros Internal Audit Department continued to carry out its activities in 2023 in accordance with International Institute of Internal Auditors (IIA) standards and code of ethics. Last year's Turkish Standards Institute inspections again found that Migros' internal auditing, consultancy, and assurance practices and processes were sufficiently standardized, robust, flexible, and routinely conducted to qualify for continuation of the company's TS EN ISO 9001 Quality Management System certification. The Migros Audit Committee approves an annually revised Audit Universe document that serves as the basis for the conduct of three-year auditing cycles.

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



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affordable prices. Through adherence to its strategies and the conduct of its activities and operations, Migros also helps contribute to the realization of UN Sustainable Development Goals.

Migros makes the most efficient and effective use of all resources subject to its management and control in ways that are consistent with its commitment to responsible and transparent governance and its approach to sustainability. Stakeholder opinions are solicited and baseline assessments are conducted to determine priorities in economic, social, and environmental matters impacted by the company's activities. Aiming to achieve "growth through collaboration mindful of the needs and expectations of all stakeholders", the results of baseline assessments are used as input to identify improvement and development targets. Migros transparently and plainly communicates all progress it makes on its sustainability journey under the Migros Better Future Plan. 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.

The Migros Board of Directors leads the company's strategic approach within an overall framework on sustainable growth and responsible resource management. The Board of Directors has set key sustainability targets, such as for carbon footprint, water footprint, and food waste reduction and improving energy efficiency and female representation in senior management. Detailed information about target-fulfillment and roadmaps and performance is provided in the appropriate sections of this report.

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.

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 the 2022 general meeting held on 11 April 2023, shareholders voted (1) to pay each independent Board member a total annual salary of TL 504,000 in monthly installments over the duration of their tenure; (2) to pay neither monthly salaries nor attendance fees to other Board members on account of their position as company director; (3) during

the month of April 2023, to pay each independent Board member who served in that capacity on the board in 2022 a lump-sum amount of TL 84,000 (net) as a retroactive adjustment to their remuneration for that year.

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 Executives" are 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 2023	01 January - 31 December 2022
Short-term benefits provided to senior executives	353,801	250,063
Total	353,801	250,063

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 2023, 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 2023.

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



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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.

Tax Approach & Management

Migros aims to fulfill all tax and other legal obligations fully and on time and to set an example for others in this regard. Migros and its subsidiaries adhere to the principles of full compliance with tax laws and regulations and of complete transparency in all dealings with tax authorities. Our stakeholders' interests are taken into account when determining our tax management approach and when fulfilling external disclosure obligations. Tax-related incentives and other benefits are claimed only if doing so is legal and only for tax planning and management purposes.

The Migros CFO is also responsible for the company's tax governance. The company's heads of tax and general accounting, who both report directly to that executive, are responsible for compliance with tax laws and regulations. All of the company's tax declarations and filings are prudently controlled by Anadolu Holding's tax coordinator and are verified by an independent chartered accountant.

Other

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

The company's collective bargaining agreement with the Tez-Koop labor union covers the period 1 January 2023 to 31 December 2025. A Public Disclosure Platform (KAP) announcement concerning this was released on 12 April 2023.

Information on Tax Assets and Liabilities is presented in the related footnote of the independent audit

report for the year 2023.

Other matters related to Corporate Governance Principles are as follows:

During 2023, 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.



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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.

b. Material Event Disclosures

During 2023 the Company submitted 86 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 communiques 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 2023, 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 2023 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.



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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
Talip Altuğ Aksoy	Member
Mehmet Hurşit Zorlu	Member
Esel Yıldız Çekin	Member
Rasih Engin Akçakoca	Member
Recep Yılmaz Argüden	Member
Ömer Özgür Tort	Member and Migros Group - CEO
Hüseyin Faik Açıkalın	Independent Member
Barış Tan	Independent Member
Emre Ekmekçi	Independent Member
Bekir Ağırdır	Independent Member

Senior Management

Ömer Özgür Tort	Migros Group - CEO
Mustafa Murat Bartın	Migros Group Member of the Executive Committee and Migros Retail - CEO
Ekmel Nuri Baydur	Migros Group - Member of the Executive Committee (Marketing)
Ferit Cem Doğan	Migros Group - Member of the Executive Committee (Finance) - CFO
Hakan Şevki Tuncer	Migros Group - Member of the Executive Committee (Investment, Construction)
Bülent Kuntay	Assistant General Manager (Distribution Centers and Logistics)
Kerim Tatlıcı	Migros Group - Assistant General Manager (Information Technologies and Business Development)
Olca Yılmaz Nomak	Migros Group - Assistant General Manager (Human Resources and Industrial Relations)
Cüneyt Taşpek	Assistant General Manager (Sales)

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.

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' shares were included in the BIST Sustainability 25 Index when it was launched on the İstanbul stock exchange in 2022. The Company's sustainability activities can be reached under the Sustainability tab on the corporate website.



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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 2023 amounted to TL 418,900 thousand (2022: TL 271,346 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 2023.

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 2023.

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 2023 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.



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	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
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 24,897,253.91 in 2023 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, Lösemili Çocuklar Vakfı etc.
1.3.11 - The General Shareholders' Meeting was held open to the public, including the stakeholders, without having the right to speak.	X					
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.



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	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
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					
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					



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	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
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					
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					



CORPORATE GOVERNANCE COMPLIANCE REPORT

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
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					
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				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%. 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. 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.
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 attend the majority of the board meetings in person or via an electronic board meeting system	X					
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					



CORPORATE GOVERNANCE COMPLIANCE REPORT

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
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				Due to the resignation of an independent Board member, one independent Board member have duties on three Committees and one 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					
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
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1.2. Right to Obtain and Examine Information

The number of special audit request(s)	0
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The number of special audit requests that were accepted at the General Shareholders' Meeting	0
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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/1129510
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Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Yes
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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	-
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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)	-
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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)	-
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The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations / Corporate / Policies / Donation Policy
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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
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The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	11, 11/A
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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/1136607
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1.4. Voting Rights

Whether the shares of the company have differential voting rights	No
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In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	-
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The percentage of ownership of the largest shareholder	49.18%
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CORPORATE GOVERNANCE INFORMATION FORM

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.

-

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.

-

PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends

-

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
11/4/2023	0	64.3%	0.1%	64.3%	Investor Relations / General Assembly	Investor Relations / General Assembly	Item 15	0	https://www.kap.org.tr/en/Bildirim/1136607



CORPORATE GOVERNANCE INFORMATION FORM

2. DISCLOSURE AND TRANSPARENCY

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, Genel Assembly information under “Genel 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 2023 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	174 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 directly impact on the determination of the Company's yearly objectives. The targets that designate the Company's main strategy are objectively announced to all departments.

3.3. Human Resources Policy

The role of the board on developing and ensuring that the company has a succession plan for the key management positions	Review and approval. In the Annual Strategic Human Resources Meetings, Potential, High Performing and Star employees are identified, and Critical Positions, Succession Plans and Retirement Plans are discussed and approved in line with the needs and short-medium-long term plans of Migros.
The name of the section on the corporate website that demonstrates the human resource policy covering equal 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.
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	3



CORPORATE GOVERNANCE INFORMATION FORM

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-yolsuzluklamucadele-politikasi)

4. BOARD OF DIRECTORS-I

4.2. Activity of the Board of Directors

Date of the last board evaluation conducted	Jan-20
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, 76 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
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/1260425
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

Composition of Board of Directors

Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	The First Election Date To Board	Link To PDP Notification That Includes The Independence 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	Not independent director	15/07/2015	-	Not applicable	Not applicable	Yes
Kamilhan Süleyman Yazıcı	Non-executive	Not independent director	11/4/2017	-	Not applicable	Not applicable	Yes
Talip Altuğ Aksoy	Non-executive	Not independent director	11/4/2017	-	Not applicable	Not applicable	Yes
Mehmet Hurşit Zorlu	Non-executive	Not independent director	15/07/2015	-	Not applicable	Not applicable	Yes
Esel Yıldız Çekin	Non-executive	Not independent director	29/04/2020	-	Not applicable	Not applicable	Yes
Rasih Engin Akçakoca	Non-executive	Not independent director	16/05/2019	-	Not applicable	Not applicable	Yes
Recep Yılmaz Argüden	Non-executive	Not independent director	16/05/2019	-	Not applicable	Not applicable	Yes
Ömer Özgür Tort	Executive	Not independent director	28/04/2009	-	Not applicable	Not applicable	Yes
Hüseyin Faik Açıkalın	Non-executive	Independent director	15/05/2018	https://www.kap.org.tr/en/Bildirim/1126527	Considered	No	Yes
Emre Ekmekçi	Non-executive	Independent director	26/05/2021	https://www.kap.org.tr/en/Bildirim/1126527	Considered	No	No
Bariş Tan	Non-executive	Independent director	21/04/2022	https://www.kap.org.tr/en/Bildirim/1126527	Considered	No	Yes
Bekir Ağırır	Non-executive	Independent director	4/9/2023	https://www.kap.org.tr/en/Bildirim/1191472	Considered	No	No



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/1123726

Composition of Board Committees-I

Names Of The Board Committees	Name Of Committees Defined As "Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Audit Committee	-	Hüseyin Faik Açıklalın	Yes	Board member
Audit Committee	-	Bariş Tan	No	Board member
Corporate Governance Committee	-	Hüseyin Faik Açıklalın	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	-	Bariş Tan	Yes	Board member
Committee of Early Detection of Risk	-	Hüseyin Faik Açıklalın	No	Board member
Committee of Early Detection of Risk	-	Talip Altuğ 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

Composition of Board Committees-II

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Reports On Its Activities Submitted To The Board
Audit Committee	-	100%	100%	4	5
Corporate Governance Committee	-	80%	20%	4	5
Committee of Early Detection of Risk	-	100%	67%	6	6



RISKS & OPPORTUNITIES

Risk area	Risk Definitions	Risk Duration	Likelihood of Occurrence	Impact Magnitude	Risk Priority	Methods Taken to Manage Risks	Factors that Create Opportunities
Employees	<ul style="list-style-type: none"> Finding and retaining talents Finding employees with competencies suitable for new business lines and developments Due to competitive market conditions, shortening employees' working hours, failing to create suitable work environments 	Medium-term	Possible / Likely	Significant	Medium	<ul style="list-style-type: none"> Provide employees with safe and secure workplace environments Conduct employee loyalty surveys, take action based on their results Make use of an effective performance management system Provide workplace that encourages self-development, introduce next-generation leadership practices Provide continuous information flow and support through Migros Career and Migros social media accounts Conduct events that are attended by Migros executives or play active roles in others' career days Effective career management system 	<ul style="list-style-type: none"> Construct roadmaps in line with views that employees express in annual working life evaluation surveys; strengthen employee loyalty by supporting constant development Provide career and personal development training resources through Migros Retail Academy Introduce and adhere to policies and practices that strengthen employees' problem-solving, decision-making, and job-ownership competencies Programs focused on employee health and well-being Reduce the work accident severity rate (lost days) by 1% in 2025 Foster new in-house ideas through the Intrapreneurship Development Program Provide a fair and transparent environment for employees in which employees make their ideas and projects a reality through the Migros "Good Idea Good Project" platform Gender-equality, equal-opportunity, and inclusivity initiatives and targets across all operations Increase percentage of women in all management positions to 35% by 2027 and 50% by 2050
Environmental	<ul style="list-style-type: none"> Potential infrastructure risks and production-related supply chain problems associated with climate change Possible changes in supply maps owing to extreme weather events and climate shifts Operational interruptions due to forest fires, floods, and other natural disasters Impact of drought and water shortages on production Epidemics and outbreaks of disease Low-emissions economy 	Medium-term	Possible / Likely	Moderate	Medium	<ul style="list-style-type: none"> Prioritize combating climate change; take measures to improve productivity and conservation Increase refrigeration, climate-control, and lighting system automation to reduce electricity consumption Install next-generation refrigeration systems to prevent GHG leakages Prioritize operational water efficiency in water-stressed areas Develop procurement resources compatible with changes in supply maps; shift to these when necessary Set up fresh produce warehouses in different localities Ensure that all risks are adequately covered in insurance contracts Develop store hygiene practices to be adhered to when outbreaks of disease occur; provide no-contact service options and increase online commerce capacity; make click & pick-up, no-contact, and similar services more accessible 	<ul style="list-style-type: none"> Achieve net-zero carbon emissions by 2050, in line with the target of reducing absolute 42% in Scope 1 and Scope 2 carbon emissions compared to 2020 by end-2030 Identify operations taking place in localities where water resources are threatened and set water-reduction targets Reduce per-day water consumption/m² sales area by 10% by end-2030 Increase use of Migros-patented water-based cooling systems that reduce GHG leakages by up to 90% Reduce our food waste tonnage / food supply tonnage by 50% compared to 2018 by end-2030 Facilitate access to greater varieties of products through an extensive network of producers and suppliers while also strengthening supply chains Increase sustainable certified (Organic,GAP,regenerative etc.) fruit and vegetable procurements tonnage by 50% by end-2030 Renewable energy investments: <ul style="list-style-type: none"> Solar panels installed on Adana distribution center roof Solar panel systems installed on Torbalı and Muğla distribution center and MİGET meat processing plant roofs; commissioning currently in progress Aksa Solar project to install ground-mounted solar panel arrays in Malatya to generate clean energy sufficient to power 300 stores



RISKS & OPPORTUNITIES

Risk area	Risk Definitions	Risk Duration	Likelihood of Occurrence	Impact Magnitude	Risk Priority	Methods Taken to Manage Risks	Factors that Create Opportunities
Financial	<ul style="list-style-type: none"> •Funding-cost and associated balance-sheet risks •Higher costs resulting from economic volatilities •Impact of changes in payment terms owing to changes in the regulatory framework on cash flow •Potential financial losses arising from market interest rate movements •Banking-industry risks impacting company cash flows 	Medium-term	Frequent / Probable	Moderate	Medium	<ul style="list-style-type: none"> •Optimize borrowing through effective liquidity management •Establish contractual credit limits with banks; constantly monitor these limits and their interest rates •Regularly review the company's expense structure, taking into account economic changes; revise budgets annually or every 6 months or 3 months if economic conditions require; develop and implement measures to effectively manage operational expenditures. •Conduct exchange rate sensitivity and interest rate analyses to identify and mitigate financial risks •Set limits for long or short positions and conduct monthly checks to ensure compliance 	<ul style="list-style-type: none"> •Maintain the net cash position by monitoring cash flow and taking appropriate action to ensure that the company has sufficient cash on hand to meet its obligations •Secure cost-effective financing from organizations that support sustainability initiatives that align with the company's sustainability goals •Provide additional financial support to suppliers to ensure supply chain sustainability • Ability to create new revenue-stream models through subsidiaries
Operational	<ul style="list-style-type: none"> • Disruption of store operations due to natural disasters* • Interruption of distribution center operations • Failure to achieve supply chain sustainability •Disruption of store operations • Disruption and interruption of distribution center shipments owing to natural disasters, technical issues, supplier-related issues, food-safety issues, and human factors 	Long-term	Frequent / Probable	Devastating	Critical	<ul style="list-style-type: none"> • Reduce the impact of natural disasters on operations and reduce associated financial losses by taking appropriate measures and contracting sufficient insurance coverage • Contract structural risk assessments of all stores; reinforce buildings that can be; vacate those that can't and relocate operations to new premises •Strong logistics and supply network, which includes 58 distribution centers nationwide and serves facilities such as fruit and vegetable warehouses and meat processing plants that allows us to operate with multiple distribution centers in all regions, safeguards backup operations, and enables shipments to be made from different distribution centers when necessary. •Business plans developed for use if regional operations must be relocated •Backing up all distribution center procurement services by sourcing the services from different suppliers •Using backup systems in distribution centers; maintaining generators on hand to prevent operational disruptions in the event of power outages 	<ul style="list-style-type: none"> • Opportunity to contract structural risk assessments of all buildings; ability to relocate to new premises • Ability to cope with delays in supply chain processes by having backup stock at all times •Ability to achieve better product control and efficiency thanks to bulk of distribution operations being conducted through self-owned distribution centers •Ability to include local producers in a national distribution network



RISKS & OPPORTUNITIES

Risk area	Risk Definitions	Risk Duration	Likelihood of Occurrence	Impact Magnitude	Risk Priority	Methods Taken to Manage Risks	Factors that Create Opportunities
Sectoral	<ul style="list-style-type: none"> Adapting to changing customer expectations in the increasingly competitive environment of offline and online retailing Emergence of new types of service as new players enter the market Obligation to satisfy changing consumer expectations 	Medium-term	Possible / Likely	Devastating	High	<ul style="list-style-type: none"> Closely track and quickly respond to customers' demands, complaints, and suggestions Closely track changes in consumer preferences through consumer research Conduct best-price offer campaigns for Migros-quality products Gain consumer's trust in terms of product quality & safety by regularly auditing and analyzing quality processes Deliver service in different store formats and with a variety of product offerings (Product/service mix) Deliver prompt service in all 81 provinces through online sales channels Provide product and service operations that are able to address different needs Maintain a product portfolio that responds to the demands of all socioeconomic groups Widest range of product groups in the industry <ul style="list-style-type: none"> Range of sustainable/special-attribute M Life private-label organic product offerings "Tastes of Anatolia" regional specialties and heritage recipes All red meat products pass through 220 checkpoints at MIGET before going on sale Provide personalized balanced-nutrition suggestions through WellBeing Journey program 	<ul style="list-style-type: none"> Facilitate formation of strategic partnerships by creating a single team of Migros specialists and external entrepreneurs through the Migros Up shared innovation platform Deliver self-service & needs-compatible solutions by using AI-based applications to anticipate customers' questions through the Migros Interaction Platform Ability to respond within 48 hours to queries received through call centers, social media channels, and mobile apps Best-quality & best-price guarantee on many Migros "yellow-tag" products during the year Multiformat management capable of satisfying regional needs, regulatory requirements, and a wide range of store sizes and product offerings Online channels capable of delivering a wide range of branded and private-label products to an address anywhere in the country "Only At Migros" range of product offerings resulting from Migros' collaborating with other brands
Technological	<ul style="list-style-type: none"> Interruption in the continuity of IT systems used in headquarters, store, and e-commerce operations* Increasingly greater risks and threats posed by technological advances Existing hardware obsolescence Disruption of operations due to unexpected issues occurring in applications and systems. Critical information and personal data security endangerment Cyber-attacks Transfer of company-owned intellectual properties Failure to backup critical personnel, staff shortages 	Medium-term	Frequent / Probable	Significant	High	<ul style="list-style-type: none"> Management process optimization to ensure security standards Make company network access policy more stringent Ringfence harmful system access with network segmentation etc. Provide training to measure and increase awareness of employees working on information security, privacy, and KVKK issues and keep their knowledge and skills up-to-date Regular checks and tests for effective monitoring of information security risk assessments and prevention of system security vulnerabilities Robustify store network data line, payment system, and critical system continuity Regular monitoring of version and security updates for critical hardware and regular tracking of certificates that provide secure access; lifecycle-based renewal of infrastructure systems Impact analysis and resource (including external) tracking for all employee positions 	<ul style="list-style-type: none"> Backup server systems and data in the data recovery center (DRC), Deploy active-active configured systems for more effective data backup Maintain a control system that regularly measures network and system infrastructure capacity Include and enforce privacy and penalty clauses in all IT service provider contracts Be audited for compliance with Payment Card Industry Data Security Standard rules; comply with PCI rules in all payment processes and operations Definition and implementation of Data Loss Prevention (DLP) processes Possess an R&D center; integrate R&D center knowledge & experience into development of IT systems and practices



RISKS & OPPORTUNITIES

Risk area	Risk Definitions	Risk Duration	Likelihood of Occurrence	Impact Magnitude	Risk Priority	Methods Taken to Manage Risks	Factors that Create Opportunities
Compliance, Policies & Regulatory Framework	<ul style="list-style-type: none"> •Financial and commercial impact of legal and regulatory framework changes •Prohibition/restriction of specific brand, category, or product sales •Rules governing/restrictions on shelf/aisle arrangements; brands, categories, displays; marketing communications •Rules governing/restrictions on store locations and sales times •Rules governing/restrictions on new store openings •Sanctions, penalties, company reputation & customer confidence impairment due to Personal Data Protection Act and Protection of Competition Act contraventions 	Short-term	Possible / Likely	Significant	Medium	<ul style="list-style-type: none"> •Closely follow changes in legal and regulatory frameworks and comply with them immediately •As a member of industry umbrella organizations and professional associations, collaborate with and express views to government authorities concerning changes in the legal and regulatory frameworks •Have product-safety, ESG, Personal Data Protection Act, and Protection of Competition Act processes and operations audited for legal and regulatory compliance at regular intervals •Deliver service in different store formats and with a variety of product offerings •Deliver service in all 81 provinces through online sales channels •Regularly audit suppliers during the course of business relationships for compliance with Migros Responsible Supplier Policy and with laws, regulations, and administrative provisions •Ensure validity of all existing TS EN ISO certifications 	<ul style="list-style-type: none"> •As a member of the Consumer Goods Forum, closely follow regulatory changes in the international arena and develop internal processes so as be ready to accommodate them if and when they are introduced in Türkiye •Promote "Migros Approved Supplier" certification as a way for suppliers to demonstrate to others that they comply with Migros' food-safety and ESG policies •Multiformat management capable of satisfying regional needs, regulatory requirements, and a wide range of store sizes and product offerings •Online channels that are capable of delivering a wide range of branded and private-label products to an address anywhere in the country

*Identified as the top 2 highest-priority risk in risk assessments

Explanatory Notes to the Risks & Opportunities Table

Risk duration	Likelihood of occurrence	Impact magnitude	Risk Priority ** (Likelihood * Impact)
0-1 year Short term	Very Often / Almost Certain	More than 20% loss in turnover / 1-year profit loss	Devastating Critical
1-5 years Medium Term	Frequent / Probable	10%-20% loss in turnover / 10% or more loss in profitability	Significant High
5+ years Long Term	Possible / Likely	1%-10% loss in turnover / 1%-10% loss in profitability	Moderate Medium
	Rare / Unlikely	Less than 1% loss in turnover / Less than 1% loss in profitability	Negligible Low

**The risks that Migros has exposure to are reviewed at least yearly.



SUSTAINABILITY PRINCIPLES COMPLIANCE STATEMENT

Migros conducts its operations in accordance with the principles set forth in the “Sustainability Principles Compliance Framework,” introduced by the Capital Markets Board (CMB) in 2020 to govern the Environmental, Social, and Governance (ESG) activities of publicly-traded companies. Migros’ business model recognizes sustainability as a core element in the creation of value for all stakeholders. Beyond adhering to the CMB Sustainability Principles Compliance Framework, the company also strives to continually enhance its sustainability performance by actively tracking and aligning with relevant domestic and international regulations, standards, and best practices in the area of sustainability. In line with the CMB’s “Comply or Explain” principle, Migros voluntarily embraces these principles and provides a comprehensive account of its practices in its integrated annual reports within the framework of the Migros Good Future Plan. Previous years’ annual and compliance reports are always available on the company’s [www. migroskurumsal.com](http://www.migroskurumsal.com)  corporate website.

This Migros Sustainability Principles Compliance Report conforms to the formats set forth in CMB Resolution 34/977 dated 23 June 2022. It has been approved by the Migros Board of Directors. A copy of this report may also be found under the Migros **Company Profile**  on the Public Disclosure Platform.





SUSTAINABILITY COMPLIANCE REPORT

		Company Compliance Status				Explanation	Report Information on Publicly Disclosed Information (Page number, menu name on the website)
		Yes	Partial	No	Not Applicable		
	A. GENERAL PRINCIPLES						
	A1. Strategy, Policy and Goals						
A1.1.	The prioritised environmental, social and corporate governance (ESG) issues, risks and opportunities have been determined by the Company's Board of Directors.	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 2023 Integrated Annual Report, sections on: Migros Better Future Plan, Sustainability Committee, Risk Management, Risks and Opportunities Table.
	The ESG policies (Environmental Policy, Energy Policy, Human Rights and Employee Policy etc.) have been created and disclosed to the public by the Company's Board of Directors.	X				The policies Migros has implemented within the scope of its sustainability strategy are accessible through the Company's corporate website. N6	https://www.migroskurumsal.com/en/about-us/our-policies
A1.2.	The short and long-term targets set within the scope of ESG policies have been disclosed to the public.	X				Company's short and medium / long term sustainability targets, which have been established in line with the Company's ESG policies and Migros Better Future Plan, have been shared in the "Targets" section of the Integrated Annual Report.	Migros 2023 Integrated Annual Report, sections on: Migros Better Future Plan, Targets.
	A2. Implementation/Monitoring						
A2.1.	The responsible committees and/or business units for the implementation of ESG policies and the senior officials related to ESG issues in the Company and their duties have been identified and disclosed to the public.	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 2023 Integrated Annual Report: Sustainability Committee section.
	The activities carried out within the scope of policies by the responsible committee and/or unit have been reported to the Board of Directors at least once a year.	X				Short and medium/long term targets are determined by the Sustainability Committee, focusing on the Company's main strategies, and are presented to the Senior Management and then committed with the opinion of the Board of Directors. 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 targets.	Migros 2023 Integrated Annual Report: Our Sustainability Committee section.



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		Yes	Partial	No	Not Applicable		
A2.2.	In line with the ESG targets, the implementation and action plans have been formed 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 2023 Integrated Annual Report, sections on: Migros Better Future Plan, Better for Our Employees, Better for Our Customers and Stakeholders, Better through Innovative Transformation, Better for Our World, Risks and Opportunities Table.
A2.3.	The Key ESG Performance Indicators (KPI) and the level of reaching these indicators have been disclosed to the public on 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 "Targets" also includes goals on issues such as carbon emissions, water consumption, plastic consumption, food waste 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 2023 Integrated Annual Report, sections on: Migros Better Future Plan, Targets.
A2.4.	The activities for improving the sustainability performance of the business processes or products and services have been disclosed to the public.	X				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 through 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.	Migros 2023 Integrated Annual Report, sections on: Migros Better Future Plan, Better for Our Customers and Stakeholders, Better through Innovative Transformation.
A3. Reporting							
A3.1.	The information about the sustainability performance, targets and actions have been given in annual reports of the Company an understandable, accurate and sufficient manner.	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). The Company's financial and non-financial performance was evaluated with an integrated viewpoint in terms of the 6 capitals; the value created and targets 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.	Migros 2023 Integrated Annual Report, sections on: Migros Better Future Plan, Targets, Sustainability Performance Indicator, Performance and Targets sections under Better for Our World and Better for Our Employees.
A3.2.	The information about activities which are related to the United Nations (UN) 2030 Sustainable Development Goals have been disclosed to the public.	X				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. 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.	Migros 2023 Integrated Annual Report, sections on: Migros Better Future Plan, Contribution to Sustainable Development Goals. https://www.migroskurumsal.com/en/sustainability/migros-iyi-gelecek-plan
A3.3.	The lawsuits filed and/or concluded against the Company about ESG issues which are material in terms of ESG policies and/or will significantly affect the Company's activities, have been disclosed to the public.	X				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.	Migros 2023 Integrated Annual Report, sections on: Environmental Management, Compliance with Corporate Policies and Code of Ethics, Compliance with Human Rights Principles, Report on Compliance with Corporate Governance Rules.



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		Company Compliance Status				Explanation	Report Information on Publicly Disclosed Information (Page number, menu name on the website)
		Yes	Partial	No	Not Applicable		
	A4. Verification						
A4.1.	The Company's Key ESG Performance metrics have been verified by an independent third party and publicly disclosed.	X				The Company's carbon emissions, water withdrawal / discharge, 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".	Migros 2023 Integrated Annual Report, sections on: Statement of Independent Assurance in Human Rights and Supply Chain, Greenhouse Gas Emissions Verification Statement, Water Footprint Verification Statement.
	B. ENVIRONMENTAL PRINCIPLES						
B1.	The policies and practices, action plans, environmental management systems (known by the ISO 14001 standard) and programs have been disclosed.	X				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. 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 related projects.	Migros 2023 Integrated Annual Report, sections on: Migros Better Future Plan, Better for Our World. https://www.migroskurumsal.com/en/about-us/our-policies#cevre-politikasi https://migroskurumsalstr.blob.core.windows.net/migroskurumsalstr/iso-14001-cevreyonetim-sistemi-638049692197408430.pdf
B2.	The environmental reports prepared to provide information on environmental management have been disclosed to the public which is including the scope, reporting period, reporting date and limitations about the reporting conditions.	X				The Company's Integrated Annual Report covers the 12-month period between 1 January 2023 and 31 December 2023. The financial data in the Report covers (99.9% of) all our activities, sustainability data and domestic activities.	Migros 2023 Integrated Annual Report: About the Report section.
B4.	The environmental targets within the scope of performance incentive systems which included in the rewarding criteria have been disclosed to the public on the basis of stakeholders (such as members of the Board of Directors, managers and employees).	X				Short and medium/long term targets are determined by the Sustainability Committee, focusing on the Company's main strategies, and are presented to the Senior Management and then committed with the opinion of the Board of Directors. Departments are expected to set at least one annual goal with respect to sustainability as well as supporting the referred main targets. Sustainability-target fulfillment results are also included to elements of Migros' corporate performance evaluation system.	Migros 2023 Integrated Annual Report, sections on: Environmental Management, Sustainability Committee, Targets.
B5.	How the prioritised environmental issues have been integrated into business objectives and strategies has been disclosed.	X				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 Change" and "Sustainable Agriculture and Saving Food". The goals for and progress made in each prioritized issue has been explained in the Integrated Annual Report.	Migros 2023 Integrated Annual Report, sections on: Migros Better Future Plan, Targets, Better for Our World.



SUSTAINABILITY COMPLIANCE REPORT

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B7.	The way of how environmental issues has been managed and integrated into business objectives and strategies throughout the Company's value chain, including the operational process, suppliers and customers has been disclosed.	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 2023 Integrated Annual Report, sections on: Better for Our World, Better for Our Customers and Stakeholders.
B8.	Whether the Company have been involved to environmental related organizations and non-governmental organizations' policy making processes and collaborations with these organizations has been disclosed.	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, TŪSĪAD 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 TŪSĪAD.	Migros 2023 Integrated Annual Report: Communication with Stakeholders section.
B9.	In the light of environmental indicators (Greenhouse gas emissions (Scope-1 (Direct), Scope-2 (Energy indirect), Scope-3 (Other indirect), air quality, energy management, water and wastewater management, waste management, biodiversity impacts)), information on environmental impacts is periodically disclosed to the public in a comparable manner.	X				Information under the stated topics is 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 doesn't have a production facility that causes the formation of particles that cause air pollution such as heavy metals, combustion gases, dust, volatile organic compounds, fluorine, chlorine.	Migros 2023 Integrated Annual Report, sections on: Better for Our World, Sustainability Performance Indicators.
B10.	Details of the standard, protocol, methodology, and baseline year used to collect and calculate data has been disclosed.	X				The GHG Protocol and ISO 14064-3 standard are used in calculating and verifying carbon emissions. The company's water footprint is verified in accordance with ISO 14046 standard. The WRI Aqueduct Water Risk Atlas device is used to measure the water risk and water stress on the facilities used in operations. The Food Recovery Hierarchy and Global Food Loss and Waste Protocol are used as the basis for food loss ratios. The performance indicator, base year, target year, annual performance from the base year to the reporting year are reported with respect to all environmental targets.	Migros 2023 Integrated Annual Report, sections on: Better for Our World, Greenhouse Gas Emissions Verification Statement, Water Footprint Verification Statement.
B11.	The increase or decrease in Company's environmental indicators as of the reporting year has been comparatively disclosed with 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 2023 Integrated Annual Report, sections on: Better for Our World, Sustainability Performance Indicators



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		Yes	Partial	No	Not Applicable		
B12.	The short and long-term targets for reducing the environmental impacts have been determined and the progress compared to previous years' targets has been disclosed.	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 2023 Integrated Annual Report, sections on: Better for Our World, Sustainability Performance Indicators.
B13.	A strategy to combat the climate crisis has been created and the planned actions have been publicly disclosed.	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 and as 2050 Carbon Net Zero 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 2023 Integrated Annual Report, sections on: Better for Our World, Extensive Combat Against Climate Change.
B14.	The programs/procedures to prevent or minimize the potential negative impact of products and/or services on the environment have been established and disclosed.	X				The life cycle assessment 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.	Migros 2023 Integrated Annual Report, sections on: Carbon Footprint, Sustainable Distribution Systems, Supporting a Circular Economy and Effective Waste Management.
	The actions to reduce greenhouse gas emissions of third parties (suppliers, subcontractors, dealers, etc.) have been carried out and disclosed.	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 2023 Integrated Annual Report, sections on: Carbon Footprint, Carbon Footprint Works Towards Suppliers.
B15.	The environmental benefits/gains and cost savings of initiatives/projects that aims reducing environmental impacts have been disclosed.	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 2023 Integrated Annual Report: Energy Efficiency Works section.
B16.	The data related to energy consumption (natural gas, diesel, gasoline, LPG, coal, electricity, heating, cooling, etc.) has been disclosed as Scope-1 and Scope-2.	X				The Company shares its energy consumption data, together with detailed breakdowns in the form of 3-year trends in its Integrated Annual Report.	Migros 2023 Integrated Annual Report: Energy Efficiency Works section.
B17.	The information related to production of electricity, heat, steam and cooling as of the reporting year has been disclosed.	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 2023 Integrated Annual Report: Energy Efficiency Works section.



SUSTAINABILITY COMPLIANCE REPORT

		Company Compliance Status				Explanation	Report Information on Publicly Disclosed Information (Page number, menu name on the website)
		Yes	Partial	No	Not Applicable		
B18.	The studies related to increase the use of renewable energy and transition to zero/low carbon electricity have been conducted and disclosed.	X				In 2023, The Company produced 2,501 MWh of electricity through solar power plants on the roof of its Adana Distribution Center, Diyarbakır Distribution and Kocaeli Derince 5M Migros. The Company has also certified that 240,000 MWh of electricity was supplied from Renewable Energy Resource Guarantee System (YEK-G) certified renewable energy producers. The Company aims to supply 1/3 of its energy consumption from solar panels by the end of 2026.	Migros 2023 Integrated Annual Report, Renewable Energy section.
B19.	The renewable energy production and usage data has been publicly disclosed.	X				In 2023, The Company produced 2,501 MWh of electricity through solar power plants on the roof of its Adana Distribution Center, Diyarbakır Distribution and Kocaeli Derince 5M Migros. The Company has also certified that 240,000 MWh of electricity was supplied from Renewable Energy Resource Guarantee System (YEK-G) certified renewable energy producers.	Migros 2023 Integrated Annual Report, Renewable Energy section.
B20.	The Company conducted projects about energy efficiency and the amount of reduction on energy consumption and emission achieved through these projects have been disclosed.	X				In addition to its target 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 2023 Integrated Annual Report: Energy Efficiency Works section.
B21.	The water consumption, the amount, procedures and sources of recycled and discharged water from underground or above ground (if any), have been disclosed.	X				The Company reports the water drawn, consumed, and discharged during its operations based on source type. The data is verified in accordance with 14046 standards.	Migros 2023 Integrated Annual Report, sections on: Sustainable Water Management, Sustainability Performance Indicators.
B22.	The information related to whether Company's operations or activities are included in any carbon pricing system (Emissions Trading System, Cap & Trade or Carbon Tax).	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 2023 Integrated Annual Report CDP Climate Change Program Report
B23.	The information related to accumulated or purchased carbon credits within the reporting period has been disclosed.	X				The Company did not receive any carbon credit during the reporting period.	Migros 2023 Integrated Annual Report
B24.	If carbon pricing is applied within the Company, the details have been disclosed.	X				The Company is not a part of the carbon pricing system. 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 2023 Integrated Annual Report CDP Climate Change Program Report



SUSTAINABILITY COMPLIANCE REPORT

		Company Compliance Status				Explanation	Report Information on Publicly Disclosed Information (Page number, menu name on the website)
		Yes	Partial	No	Not Applicable		
B25.	The platforms where the Company discloses its environmental information have been disclosed.	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 2023 Integrated Annual Report: Better for Our World section. CDP Climate Change Programme Report CDP Water Security Program Report https://www.migroskurumsal.com/en/sustainability
C. SOCIAL PRINCIPLES							
C1. Human Rights and Employee Rights							
C1.1.	The Institutional Human Rights and Employee Rights Policy has been established in the light of the Universal Declaration of Human Rights, ILO Conventions ratified by Turkey and other relevant legislation. The policy and the officials that responsible for the implementation of it have been determined and disclosed.	X				The Company has a Human Resources Policy and a Human Rights and Equal Opportunity Policy in place. The implementation of these policies is supervised by Chief Human Resources Officer. The Internal Audit Department also monitors compliance with the policies and regularly reports to the Senior Management.	Migros 2023 Integrated Annual Report: Human Rights Compliance section. https://www.migroskurumsal.com/en/about-us/our-policies#insan-haklarive-firsat-esitligi-politikasi https://www.migroskurumsal.com/en/about-us/our-policies#insan-kaynaklari-politikasi
C1.2.	Considering the effects of supply and value chain, fair workforce, improvement of labor standards, women's employment and inclusion issues (gender, race, religion, language, marital status, ethnic identity, sexual orientation, gender identity, family responsibilities, union activities, political opinion, disability, social and cultural differences, etc., such as non-discrimination) are included in its policy on employee rights.	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 2023 Integrated Annual Report: Sustainable Growth with Suppliers section. https://www.migroskurumsal.com/en/about-us/our-policies#sorumlutedarik-politikasi



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		Yes	Partial	No	Not Applicable		
C1.3.	The measures taken for the minority rights/equality of opportunity or the ones who are sensitive about certain economic, environmental, social factors (low income groups, women, etc.) along the supply chain have been disclosed.	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. The Company also has a Human Rights and Equal Opportunities Policy and a Gender Equality and Inclusion Policy in place.	Migros 2023 Integrated Annual Report, sections on: Gender and Opportunity Equality, Sustainable Growth with Suppliers. https://www.migroskurumsal.com/en/about-us/our-policies#insan-haklari-ve-firsat-esitligi-politikasi https://www.migroskurumsal.com/en/about-us/our-policies#gender-equality-and-inclusion-policy
C1.4.	The developments regarding preventive and corrective practices against discrimination, inequality, human rights violations, forced and child labor have been disclosed.	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 2023 Integrated Annual Report, sections on: Gender and Opportunity Equality, Sustainable Growth with Suppliers, Human Rights Compliance. https://www.migroskurumsal.com/en/about-us/our-policies#insan-haklari-ve-firsat-esitligi-politikasi
C1.5.	Investments in employees (education, development policies), compensation, fringe benefits, right to unionize, work/life balance solutions and talent management are included in the employee rights policy.	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 2023 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
	The mechanism for employee complaints and resolution of disputes have been established and related solution processes have been determined.	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 2023 Integrated Annual Report: Compliance with Corporate Policies and Code of Ethics section.
	The activities carried out within the reporting period which related to ensure employee satisfaction have been disclosed.	X				The performance cards for all directors at a managerial or higher level include a “Employee Satisfaction” goal. Moreover, an independent research firm measures the levels of employee satisfaction and loyalty to the Company with the “Working Life Assessment Survey” it conducts every year. The Company’s efforts toward projects for contributing to employee development, employee satisfaction, employee health & wellness are disclosed.	Migros 2023 Integrated Annual Report: Better for Our Employees section.



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		Yes	Partial	No	Not Applicable		
C1.6.	The occupational health and safety policies have been established and disclosed.	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
	The measures taken for protecting health, preventing occupational accidents and related statistics have been disclosed.	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 Work accident severity rate (lost days) and shares its work health and safety statistics in the form of 3-year trends.	Migros 2023 Integrated Annual Report, sections on: Occupational Health and Safety, Sustainability Performance Indicators.
C1.7.	The personal data protection and data security policies have been established and disclosed.	X				The Company has an Information Security Policy and a Personal Data Protection and Processing 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#bilgi-guvenlik-politikasi https://www.migroskurumsal.com/hakimizda/politikalarimiz#kisisel-verilerin-korunmasi-ve-islenmesi-politikasi
C1.8.	The ethics policy have been established and disclosed.	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 2023 Integrated Annual Report, sections on: 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.	The studies related to social investment, social responsibility, financial inclusivity and access to finance have been explained.	X				The Company's social responsibility projects are published on its corporate website and the Integrated Annual Report.	Migros 2023 Integrated Annual Report: Responsibility and Awareness Studies section. https://www.migroskurumsal.com/en/sustainability/our-works
C1.10.	The informative meetings and training programs related to ESG policies and practices have been organized for employees.	X				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 2023 Integrated Annual Report, sections on: Contributions to Employee Development, Sustainability Trainings, Internal Practices for Gender Equality, Compliance with Corporate Policies and Code of Ethics.
	C2. Stakeholders, International Standards and Initiatives						



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		Yes	Partial	No	Not Applicable		
C2.1.	The customer satisfaction policy regarding the management and resolution of customer complaints has been prepared and disclosed.	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 2023 Integrated Annual Report: Good and Trustworthy Customer Experience section.
C2.2.	The information about the communication with stakeholders (which stakeholder, subject and frequency) have been disclosed.	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 2023 Integrated Annual Report: Communication with Stakeholders section.
C2.3.	The international reporting standards that adopted in reporting have been explained.	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, the UN Women Empowerment Principles (WEPs) have been identified. At the same time, compliance with the requirements of the Turkish Sustainability Reporting Standards (TSRS) prepared by the Public Oversight Authority (KGGK) was observed.	Migros 2023 Integrated Annual Report: About the Report section
C2.4.	The principles adopted regarding sustainability, the signatory or member international organizations, committees and principles have been disclosed.	X				The Company is a member of the Food Waste, Collaboration for Healthier Lives, Product Data, Net Zero coalitions in the Consumer Goods Forum. The Company is also a pledgor under LEAD Network EU, UN Global Compact, WEPs and Business Plastic Initiative. Its pledges and projects regarding such pledges are disclosed in its Integrated Annual Report.	Migros 2023 Integrated Annual Report: Memberships, Collaborations and Initiatives section.
C2.5.	The improvements have been made and studies have been carried out in order to be included in the Borsa Istanbul sustainability indices and/or international index providers.	X				The Company is listed on the Istanbul Stock Exchange's BIST Sustainability Index and BIST Sustainability 25 Index.	Migros 2023 Integrated Annual Report: Highlights of 2023 section.
	D. CORPORATE GOVERNANCE PRINCIPLES						
D1.	The opinions of stakeholders have been sought in the determination of measures and strategies related to sustainability field.	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 2023 Integrated Annual Report, sections on: Materiality Matrix, Sustainability Committee.
D2.	The social responsibility projects, awareness activities and trainings have been carried out to raise awareness about sustainability and 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 2023 Integrated Annual Report: Responsibility & Awareness Studies section.

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Migros Ticaret A.Ş.
Atatürk Mah. Turgut Özal Bulvarı No: 7
34758 Ataşehir - İSTANBUL

For your queries and suggestions:
surdurulebilirlik@migros.com.tr
malimigros@migros.com.tr

Designed by Tayburn
Tel: (90 212) 227 04 36
www.tayburnkurumsal.com