

MİGROS TİCARET A.Ş.

INFORMATION DOCUMENT

ORDINARY GENERAL ASSEMBLY MEETING TO BE HELD ON 15 APRIL 2025 WITH REGARD TO THE ACTIVITIES OF 2024

The Ordinary General Assembly Meeting of our Company will be held on 15.04.2025 at 14:00 at the Migros Ticaret A.Ş. Head Office in Atatürk Mahallesi Turgut Özal Bulvarı No:7 34758 Ataşehir/Istanbul to review the operations in 2024, to discuss the below-mentioned agenda and pass resolutions with regard thereto.

Provided that the rights and obligations of those shareholders who will be participating electronically are reserved, those of our shareholders, who will not be able to participate in the meeting in person, are required to issue their powers of attorney based on the attached sample or to obtain the “power of attorney” sample form from our Company Head Office or our company website at www.migroskurumsal.com, fulfill the obligations stated in the notification of the Capital Markets Board Communiqué on Casting of Votes through Proxies and Collection of Powers of Attorney by Invitation (II-30.1) and submit their powers of attorney, bearing their signatures as certified by a Notary Public, to our Head Office. The power of attorney of a proxy electronically appointed via the Electronic General Assembly System need not be submitted. **It will not be possible to participate in the general assembly with proxies that are not in accordance with the attached proxy statement sample which is kept mandatory in the relevant Communiqué.**

According to the fourth paragraph of article 415 of the Turkish Commercial Code no 6102 and the first paragraph of article 30 of the Capital Markets Law no. 6362, the depositing of share certificates cannot be made into a condition of the right to participate and vote in general assembly meetings. Within this context, if our shareholders wish to participate in the General Assembly meeting, there is no need for them to have their shares blocked.

Those of our shareholders who will be voting through the Electronic General Assembly System should obtain information from the Central Registry Agency (MKK), our Company's website at www.migroskurumsal.com or our Company's Head Office (Telephone: 0216 579 30 00) in order to be able to fulfill their obligations within the scope of the relevant Regulation and Communiqué.

Provided that the provisions on electronic voting are reserved, the voting on the agenda items for the General Assembly Meeting will be exercised in open voting by a show of hands. As stipulated in our Company's Articles of Association, none of the Company's shares enjoy privileged voting rights. All votes are equal. At the General Assembly, each shareholder possesses voting rights proportional to the nominal value of its shares.

The independent auditor's report, the balance sheet, the income statement and the dividend distribution proposal for the year 2024, the Integrated Annual Report and appended thereto the Report on Compliance with the Corporate Governance Principles, the amendment text of article 3 and article 17 of the Articles of Association and the Information Document concerning the agenda for the General Assembly Meeting will all be available for our shareholders at the Migros Ticaret A.Ş. Head Office in Atatürk Mahallesi Turgut Özal Bulvarı No:7 34758 Ataşehir/Istanbul, on the company website www.migroskurumsal.com, Public Disclosure Platform (KAP) and on the Central Registry Agency's (MKK) Electronic General Assembly System (e-GKS) throughout the 3 weeks prior to the meeting.

Presented for the information of our shareholders.

Respectfully,

Migros Ticaret A.Ş.

Board of Directors

ADDITIONAL EXPLANATIONS PURSUANT TO CAPITAL MARKET BOARD ("CMB") REGULATIONS

From the additional explanations that must be made pursuant to "Communiqué on Corporate Governance" (II-17.1) of CMB and other relevant legislation, the explanation in relation to the agenda items are made in the relevant agenda item below and the general explanations are submitted to your information under this section.

1. Shareholding Structure and Voting Rights

Migros switched to the registered capital system and its registered capital ceiling is set at TL 500,000,000.

The company has a share capital of TL 181,054,233 which has been divided into 18,105,423,300 registered shares each having a nominal value of Kr 1.

Every share with a nominal value of Kr 1 is entitled to one vote at the General Assembly meetings. There are no privileged shares in the Company's share capital.

There is no privilege granted to shareholders in the articles of association of our company in relation to the use of voting rights. Each share has one voting right. At the General Assembly, each shareholder possesses voting rights proportional to the nominal value of its shares. The voting rights of the current shareholders of the company are submitted in the table below.

Migros Ticaret A.Ş. Capital Distribution				
Shareholder	Share Amount (TL)	Percentage (%)	Voting Right	Percentage (%)
MH Perakendecilik ve Ticaret A.Ş.	89,046,058	49.18	8,904,605,800	49.18
Migros Ticaret A.Ş.	2,962,116	1.64	296,211,600	1.64
Other - Public Shares	89,046,059	49.18	8,904,605,900	49.18
Total	181,054,233	100.00	18,105,423,300	100.00

2. Information Regarding Changes in Management and Operations that would have a Significant Impact on the Corporate Activities of our Company or our Material Subsidiaries or Affiliates:

Although not having significant impact on our Company's and/or our subsidiaries' activities, the managerial and operational developments in 2024 are mentioned below.

Divestiture of foreign subsidiary: In July 2024, our Company sold 100% shares as well as liabilities of its subsidiary Ramstore Kazakhstan LLC ("Ramstore Kazakhstan"), which previously divested food retail operations in Kazakhstan and continued its operations solely with the management of a shopping mall in Almaty, for approximately USD 34.5 million at current exchange rate (USD 21,578,200 and EUR 11,800,000) to TOO Evrazia Almaty. Thus, our Company's shareholding in Ramstore Kazakhstan ended.

Information regarding the related changes in management and operations is also announced through the public disclosures. This information is accessible from <https://www.kap.org.tr/en/sirket-bilgileri/ozet/1494-migros-ticaret-a-s>, the Company's 2024 Integrated Annual Report or the Company's corporate website (www.migroskurumsal.com).

3. Information about the Requests of Shareholders, the Capital Market Board or other Public Authorities for Inclusion of Items in the Agenda:

The shareholders and public authorities did not have any written request in relation to the inclusion of an agenda item in the General Assembly agenda.

4. EXPLANATIONS IN RELATION TO THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING TO BE HELD ON 15 APRIL 2025

1. Opening the meeting and determining the presiding committee,

Explanation: The presiding committee, who will preside over the General Assembly meeting, will be determined in accordance with the provisions of the Turkish Commercial Code no. 6102 (TCC) and the Regulation on the Principles and Procedures for the General Assembly Meetings of Joint Stock Corporations and the Ministry Representatives who will be Present at such Meetings ("Regulation"). The Chairman forms the Presiding Committee by appointing a secretary and a vote collecting officer if it deems necessary.

2. Reading and deliberating the integrated annual report for 2024,

Explanation: Information shall be presented on the 2024 Integrated Annual Report which will be made available for our shareholders at our Company's head office, the company's corporate website at www.migroskurumsal.com, Public Disclosure Platform (KAP) and the Electronic General Assembly System of the Central Registry Agency ("MKK") for 3 weeks prior to the General Assembly meeting as per the TCC, Regulation, Capital Markets Law and relevant regulatory framework, and submitted for the opinion of our shareholders.

3. Reading the independent auditor's report concerning the Company's 2024 activities and accounts,

Explanation: The Independent Auditors' Report, which will be made available for our shareholders at our Company's Head Office, the company's corporate website at www.migroskurumsal.com, Public Disclosure Platform (KAP) and the Electronic General Assembly System of the Central Registry Agency ("MKK") for 3 weeks prior to the General Assembly Meeting as per the TCC, Regulation, Capital Markets Law and relevant regulatory framework, shall be read at the General Assembly.

4. Reading, deliberating, and voting on the financial statements for 2024,

Explanation: Information shall be presented on the financial statements, which will be made available for our shareholders at our Company's head office, the company's corporate website at www.migroskurumsal.com, Public Disclosure Platform (KAP) and the Electronic General Assembly System of MKK for 3 weeks prior to the General Assembly meeting as per the TCC, Regulation, Capital Markets Law and relevant regulatory framework, and submitted for the opinion and approval of our shareholders.

5. Individually acquitting each of the members of the Company's board of directors of their fiduciary responsibilities for the Company's activities in 2024,

Explanation: The release of each Board member individually with regard to any operations, activities and accounts with regard to 2024 within the framework of the provisions of the TCC and the Regulation shall be presented to the General Assembly for approval.

6. Discussing, approving, amending and approving, or rejecting the Board of Directors' proposal concerning dividend distribution,

Explanation: In compliance with the Capital Markets Board (CMB)'s Communiqué on Dividends (II-19.1) and the Guide on Dividends, as well as in accordance with our Articles of Association and publicly disclosed dividend distribution policy, the Board of Directors discussed the dividend distribution proposal for 2024 which will be submitted to the General Assembly.

According to our Company's consolidated financial statements prepared in accordance with the capital markets legislation, Tax Procedure Law and tax legislation, the Board of Directors resolved;

- to propose to the General Assembly, after the allocation of the primary reserve up to the legal limit, to distribute gross dividends of TL 1,770,000,000.00, (TL 807,123,205.44 to be covered from the Net Distributable Period Profit and TL 962,876,794.56 to be covered from "other sources,")
- to allocate TL 176,094,728.84 secondary legal reserves for the dividend to be paid,
- to offset the advance dividend of TL 520,000,000.00 distributed in November 2024 from the dividend distribution to be made from the Net Distributable Period Profit,
- to distribute the remaining TL 1,250,000,000.00 to the shareholders as dividend to be paid in cash.

In case the abovementioned dividend distribution proposal is accepted by the General Assembly; it was decided;

- to pay dividend TL 6.9040087 gross=net for shares at the nominal value of TL 1 for our shareholders which are full taxpayer institutions or limited taxpayer institutions obtaining dividend through a workplace or permanent representatives in Türkiye,
- to pay gross dividend of TL 6.9040087 and net dividend of TL 5.8684074 (by deducting 15% withholding tax) for shares at the nominal value of TL 1 for our other shareholders,
- to propose to the General Assembly to start dividend distribution on 28 May 2025 upon completion of the legal process following the General Assembly Meeting.

The table pertaining to the dividend distribution proposal is included under **Appendix-1**. The public disclosure concerning this issue was announced on 21.03.2025 and was also disclosed at our Company's head office, on the company's corporate website at www.migroskurumsal.com and the Electronic General Assembly System of MKK for 3 weeks prior to the General Assembly meeting.

7. By taking into account the relevant legal regulations and our Company's Articles of Association, authorizing the Board of Directors to distribute advance dividends for 2025 fiscal period,

Explanation: By taking into consideration the relevant legislation and the Company's Articles of Association, authorizing the Board of Directors to distribute advance dividends up to the amount permitted by the relevant legislation in case there is distributable profit for the fiscal year 2025 will be submitted to the approval of the shareholders at the Ordinary General Assembly meeting.

It will also be submitted to the approval of the General Assembly to offset the advance dividend to be distributed from the resources that can be subject to dividend distribution in the annual financial statements for the fiscal year 2025 in case there is insufficient profit or loss at the end of the 2025 fiscal period.

8. Election of independent Board members and other members of the Board of Directors and determination of their terms of office,

Explanation: As per the Turkish Commercial Code and Regulation, Board members will be elected within the context of the principles stated in our Articles of Association. Furthermore, appointment of the independent members will be completed in considering the relevant provisions of the Corporate Governance Communiqué with No: II-17.1 of the CMB. From the members of the Board of Directors who will be appointed in this context, four (4) must meet the criteria defined in the Corporate Governance Principles of CMB.

The appointment of directors among the below nominees will be submitted to the approval of the General Assembly meeting at the Ordinary General Assembly meeting to be held on 15.04.2025:

- Kamilhan Süleyman Yazıcı
- Talip Altuğ Aksoy
- İbrahim İzzet Özlhan
- Burak Başarır
- Mehmet Hurşit Zorlu
- Esel Yıldız Çekin
- Rasih Engin Akçakoca
- Ömer Özgür Tort
- Emre Ekmekçi
- Barış Tan
- Bekir Ağırđır
- Uğur Bayar

Emre Ekmekçi, Barış Tan, Bekir Ağırđır and Uğur Bayar have been determined as the candidates for the Independent members of the Board of Directors with the resolution taken by our Board of Directors upon the proposal of the Corporate Governance Committee which has assessed the candidates it has been referred to.

The Capital Markets Board notified our Company with its letter dated 21 March 2025 that CMB has no objection regarding the independent board member nominees, Emre Ekmekçi, Barış Tan, Bekir Ağırđır and Uğur Bayar.

The resumes of new Board member candidates are included in **Appendix-2**.

9. Determining the fees and any kind of financial benefits including bonus, premium, attendance fee, etc. to be paid to the Board members,

Explanation: The monthly salaries of the Board members shall be determined within the framework of the principles set forth in the provisions of the TCC, capital markets legislation, the Regulation and our Articles of Association.

The monthly gross salary of independent Board members will be determined during the General Assembly Meeting to be held on 15.04.2025. The proposal not to pay the other board members a monthly salary for their Board membership position shall be presented to the General Assembly's approval.

10. Voting on the Board of Directors' selection of the Company's independent auditors as per the Turkish Commercial Code, the Capital Markets Board and Public Oversight, Accounting and Auditing Standards Authority regulations,

Explanation: As stated in the public disclosure dated 20 March 2025, by taking the report of the Audit Committee into consideration, the Board of Directors resolved to appoint PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the independent auditor for the fiscal year 2025 including the mandatory assurance audit to be conducted within the scope of the Turkish Sustainability Reporting Standards (TSRS), which entered into force with the amendment of the legislation, and to submit this proposal to the General Assembly's approval.

11. Providing information about the donations and assistance granted by the Company in 2024; determining an upper limit on donations and assistance to be granted in 2025,

Explanation: According to the Capital Markets Board's Communiqué on Dividends (II-19.1), donations made during the year must be submitted for the information of the General Assembly. The referred donations are not concerned with the General Assembly's approval and only serves the purpose of providing information. Our Company donated TL 11,918,962 to various organizations and foundations including Anadolu Eğitim ve Sosyal Yardım Vakfı, Koç Üniversitesi, DenizTemiz Derneği, Türkiye Eğitim Gönülleri Vakfı, etc. during 2024.

At the Ordinary General Assembly Meeting dated 16.04.2024, it was resolved that the upper limit of donations and assistance that could be given in 2024 would be TL 12,000,000.

Pursuant to the requirements of the Capital Markets Board's Communiqué on Dividends (II-19.1), a proposal will be submitted to the approval of the General Assembly that the upper limit for all donations to be made in 2025 be set at TL 25,000,000.

12. Approval or rejecting of the proposal of the Board of Directors in relation to the amendment of the current content of article 3 titled "Purpose and Scope" and article 17 titled "Term of Office and Duties of the Board of Directors" of Articles of Association of our Company provided that the necessary permissions of the Capital Markets Board and Republic of Türkiye Ministry of Trade have been received and in the form which received the permission, and authorization of the Company Management to conduct all other transactions related to the amendment of the Articles of Association,

Explanation: As stated in the Company's public disclosure dated 17 March 2025, it was resolved to amend the article 3 titled "Purpose and Scope" and Article 17 titled "Term of Office and Duties of the Board of Directors" of the Company's Articles of Association.

The amendment text to the Articles of Association is included in **Appendix-3**. It was submitted to the Capital Markets Board on 17 March 2025 for the approval of the amendment on the Articles of Association. The aforementioned amendment will be proposed for the approval of the General Assembly provided that the permissions of CMB and the Ministry of Trade are received and in the form which received the permission.

13. As required by Capital Markets Board regulations, providing information about collateral, pledges, and mortgages granted by the Company in favor of third parties as well as income and benefits obtained in 2024,

Explanation: The Company had not issued any collateral, pledges or mortgages on behalf of third parties nor had it earned any income or gained any benefit in 2024. Pursuant to the article 12/4 of the "Communiqué on Corporate Governance" (II-17.1) of CMB, shareholders will be informed on this subject matter.

14. Informing the shareholders on the transactions, if any, made in 2024 within the context of Article 1.3.6. in Annex-I of the Corporate Governance Communiqué (II-17.1) of the Capital Markets Board,

Explanation: As per the context of Article 1.3.6. in Annex-I of the Corporate Governance Communiqué (II-17.1), disclosures shall be made to General Assembly with regard to any transactions of such nature as have been conducted during the year. “in cases where shareholders who have a management control, members of board of directors, managers with administrative liability and their spouses, relatives by blood or marriage up to second degree conduct a significant transaction with the corporation or subsidiaries thereof which may cause a conflict of interest, or/and conduct a transaction on behalf of themselves or a third party which is in the field of activity of the corporation or subsidiaries thereof, or become an unlimited shareholder to a corporation which operates in the same field of activity with the corporation or subsidiaries thereof, such transactions shall be included in the agenda as a separate item for providing detailed information at the general assembly meeting on the matter and recorded in the minutes of meeting.” There have been no transactions of such nature during 2024.

15. Authorizing any shareholders who may be in control of the Company's management, Board of directors and senior managers – as well as their spouses and their relatives, whether by blood or marriage unto the third degree – to engage in business and transactions subject to the provisions of articles 395 and 396 of the Turkish Commercial Code and of Capital Markets Board regulations,

Explanation: Board Members may only conduct transactions falling within the scope of article 395 titled “Prohibition on Transacting with or Becoming Indebted to the Company” and article 396 titled “Non-Compete” of the TCC, with the approval of the General Assembly. According to the Capital Markets Board’s mandatory Corporate Governance Principle no 1.3.6, in order for shareholders with management control, Board Members, senior executives and their spouses and relatives related by blood or marriage up to and including the third degree may only carry out transactions that could lead to a conflict of interest or compete with the company or its affiliates with the General Assembly’s approval. In order to comply with such requirements, the possibility of granting such permission shall be submitted to the shareholders’ approval during the General Assembly.

16. Closing.

PROXY STATEMENT

TO THE GENERAL ASSEMBLY MEETING CHAIRMANSHIP OF MİGROS TİCARET ANONİM ŞİRKETİ,

I, the undersigned, hereby appoint and empower who is introduced in detail below as my proxy fully authorized to represent me/Company, vote and make proposals and sign all required documents on behalf of me/Company in accordance with my instructions written here-below at the 2024 Ordinary General Assembly Meeting of Shareholders of Migros Ticaret A.Ş. that will be held at the address of Atatürk Mahallesi Turgut Özal Bulvarı No:7 34758 Ataşehir - İstanbul at 15.04.2025, at 14:00.

Proxy's (*):

Name & Surname / Title:

T.R. Identity No./Tax Identity No. Trade Registry and Number, and MERSIS Number.

Total nominal value of the shares:

(*) For foreign proxies, the equivalents, if any, of such information should be provided

A) SCOPE OF THE POWER OF REPRESENTATION

Scope of the power of representation should be determined by choosing one of the options (a), (b) and (c) for the sections 1 and 2 hereinbelow.

1. On the Matters included in the Agenda of the General Assembly:

- a) The Proxy named above is authorized to vote on all the agenda items at his/her own discretion.
- b) Proxy is authorized to vote in line with proposals of the Company management.
- c) The Proxy is authorized to vote on all the agenda items in accordance with the instructions given below.

Instructions:

If the shareholder chooses the option (c), instructions on the relevant agenda topic are given by marking one of the options (acceptance or rejection) shown beside the relevant agenda topic and if the 'rejection' option is chosen, by stating the dissention requested to be included in the minutes of the general assembly meeting.

Agenda Topics (*)	Acceptance	Rejection	Dissention
1. Opening the meeting and determining the presiding committee,			
2. Reading and deliberating the integrated annual report for 2024,			
3. Reading the independent auditor's report concerning the Company's 2024 activities and accounts,			
4. Reading, deliberating, and voting on the financial statements for 2024,			
5. Individually acquitting each of the members of the Company's board of directors of their fiduciary responsibilities for the Company's activities in 2024,			

6. Discussing, approving, amending and approving, or rejecting the Board of Directors' proposal concerning dividend distribution,			
7. By taking into account the relevant legal regulations and our Company's Articles of Association, authorizing the Board of Directors to distribute advance dividends for 2025 fiscal period,			
8. Election of independent Board members and other members of the Board of Directors and determination of their terms of office,			
9. Determining the fees and any kind of financial benefits including bonus, premium, attendance fee, etc. to be paid to the Board members,			
10. Voting on the Board of Directors' selection of the Company's independent auditors as per the Turkish Commercial Code, the Capital Markets Board and Public Oversight, Accounting and Auditing Standards Authority regulations,			
11. Providing information about the donations and assistance granted by the Company in 2024; determining an upper limit on donations and assistance to be granted in 2025,			
12. Approval or rejecting of the proposal of the Board of Directors in relation to the amendment of the current content of article 3 titled "Purpose and Scope" and article 17 titled "Term of Office and Duties of the Board of Directors" of Articles of Association of our Company provided that the necessary permissions of the Capital Markets Board and Republic of Türkiye Ministry of Trade have been received and in the form which received the permission, and authorization of the Company Management to conduct all other transactions related to the amendment of the Articles of Association,			
13. As required by Capital Markets Board regulations, providing information about collateral, pledges, and mortgages granted by the Company in favor of third parties as well as income and benefits obtained in 2024,			
14. Informing the shareholders on the transactions, if any, made in 2024 within the context of Article 1.3.6. in Annex-I of the			

Corporate Governance Communiqué (II-17.1) of the Capital Markets Board,			
15. Authorizing any shareholders who may be in control of the Company's management, Board of directors and senior managers – as well as their spouses and their relatives, whether by blood or marriage unto the third degree – to engage in business and transactions subject to the provisions of articles 395 and 396 of the Turkish Commercial Code and of Capital Markets Board regulations,			
16. Closing.			

(*) Topics included in the agenda of general assembly meeting are listed one by one. If the minority proposes a separate draft decision, it is also given separately for the sake of voting by Proxy.

2. Special instructions on other issues that may raise during the general assembly meeting and particularly regarding use of minority rights:

- a) Proxy is authorized to vote in line with his/her own opinions.
- b) Proxy is not authorized to represent on these issues.
- c) Proxy is authorized to vote in line with the special instructions stated below.

SPECIAL INSTRUCTIONS: Special instructions, if any, of the shareholder to the proxy holder are stated herein.

B) SHARE CERTIFICATES HELD BY THE SHAREHOLDER

The shareholder shall indicate the shares that the proxy will represent by selecting one of the options below.

1. I am approving the representation by the proxy of my shares as detailed below.

- a) Quantity-Nominal Value :
- b) Privileged in Voting or Not:
- c) Bearer / Registered Shares :
- d) Percentage in all shares of the shareholder:

2. I am approving the representation by the proxy of all of my shares shown in the list of shareholders eligible for attending the general assembly meeting, which is prepared by CRA one day before the date of general assembly meeting.

SHAREHOLDER'S

First name, Surname or Title:

T.R. Identity No./Tax Identity No., Trade Registry and Number, and MERSIS Number:

Address:

(*) For foreign proxy holders, the equivalents, if any, of such information should be provided.

Signature:

Note:

1. The signature of the principal shareholder should be certified by a notary public. If the proxy is not notarized, circular of signatures certified by a notary is required as an attachment of the proxy.

2. Our foreign shareholders should submit to the headquarter of our company, the Turkish translations of their proxies which have been notarized by a notary public.

APPENDIX – 1 Dividend Distribution Proposal for 2024

Migros Ticaret A.Ş. Dividend Distribution Table for 2024 (TL)			
1. Paid-in Share Capital			181,054,233.00
2. General legal reserves (as per statutory records)			182,500,358.76
Information about privileges regarding dividend distribution, if any according to Articles of Association			-
		As per Capital Markets Board	As per Statutory Records
3	Profit for the period	7,977,309,000.00	1,192,761,881.00
4	Taxes (-)	-1,403,318,000.00	-222,802,687.00
5	Net Profit (=)	6,339,743,000.00	969,959,194.00
6	Prior years' losses (-)	0.00	0.00
7	General legal reserves (-)	36,210,846.60	36,210,846.60
8	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=	6,303,532,153.40	933,748,347.40
	Dividend Advance Distributed (-)	520,000,000.00	520,000,000.00
	Dividend Advance Less Net Distributable Current Period Profit	5,783,532,153.40	413,748,347.40
9	Grants made during the year (+)	11,918,962.00	
10	Net distributable profit including grants	5,795,451,115.40	
11	First level dividend to shareholders	9,052,711.65	9,052,711.65
	- Cash	9,052,711.65	9,052,711.65
	- Shares		
	- Total		
12	Dividends distributed to preferred shareholders		
13	Other dividends distributed		
	- to members of the Board of Directors		
	- to employees		
	- to people other than shareholders		
14	Dividends distributed to holders of usufruct right certificates		
15	Second dividend to shareholders	798,070,493.79	798,070,493.79
16	General legal reserve fund	176,094,728.84	176,094,728.84
17	Status reserves		
18	Special reserves		46,818,092.58
19	EXTRAORDINARY RESERVES	5,416,601,898.58	
20	Other sources planned for distribution	962,876,794.56	962,876,794.56

Migros Ticaret A.Ş Dividend Ratio Table for 2024

	GROUP	TOTAL DIVIDEND TO BE DISTRIBUTED		TOTAL DIVIDEND TO BE DISTRIBUTED / NET DISTRIBUTABLE PROFIT RATIO (%)	DIVIDEND PER SHARE FOR 1 TL NOMINAL VALUE	
		CASH (TL)	SHARES (TL)		AMOUNT (TL)	RATIO (%)
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	TOTAL	1,062,500,000.00	-	-	5.8684074	586.84074

APPENDIX – 2 Resumes of the Board Member Candidates

Kamilhan Süleyman Yazıcı

Kamil Yazıcı graduated from New York Military Academy as lieutenant captain (96'), holds a BA degree from Emory University's Goizueta Business School (00'), an MBA degree from American Institute of Business and Economics (05') and completed the GMP program at the Harvard Business School (17'). Starting his career in Anadolu Group in year 2000, Mr. Yazıcı completed the orientation program at the holding later continuing his career in Anadolu Efes' Russian beer operations where he assumed the roles of Supply Chain Director and Business Development Director during 2008-2011. In 2011 Mr. Yazıcı was appointed as General Manager of Efes Vitanta in Moldova and resumed this role until 2014. In 2014 he was appointed as Market Development Director, a position held until 2017.

Outside Positions Held

Since 2017 Mr. Yazıcı has been serving as Board Member and Vice-Chairman on Anadolu Group Holding and subsidiary boards. In addition, Mr. Yazıcı serves as Board Member for TAİK (Türkiye-U.S. Business Council), TOGG (Turkish National Auto Initiative), HBS Alumnus (Harvard Business School's Alumni Board) and KYYDAS (the Kamil Yazici Family Trust).

Talip Altuğ Aksoy

Talip Altuğ Aksoy received his bachelor's degree in economics from Oglethorpe University in USA. He began his career as Finance Assistant Specialist at Anadolu Group in 1995 and was appointed as a Finance Specialist in 1996. Aksoy worked as Human Resources and Treasury Specialist from 1998 to 2000. He served as Director of Sales and Marketing at Efes Invest from 2000 to 2003 and was appointed as the Director of Trade and Export at Efes Beer Group in January 2003. Continuing his career at Anadolu Group as the Director of Purchasing and Logistics between 2006- 2008, Aksoy was appointed as Director of Supply Chain of Efes Beer Group in June 2008. In November 2011, he was appointed as Efes Türkiye Managing Director and served in this position until January 2017.

Outside Positions Held

Aksoy still continues to serve as a Board Member in various Anadolu Group companies.

İbrahim İzzet Özilhan

İ. İzzet Özilhan was born in İstanbul in 1982. He received his undergraduate degree from Hofstra University Banking and Finance Department in 2006 in USA. Özilhan, began his career as a Brand Representative at Coca Cola A.Ş. in 2006 and served as Sales Representative in Coca-Cola Hellenic A.Ş. In 2009, he started working at Efes Russia and took up duties as Finance Manager and Brand Distribution Representative. In 2011, he started in Anadolu Efes Türkiye as Market Development Supervisor and continued as Horeca Manager, Modern Trade Sales Director and On-Trade Directorate respectively.

Outside Positions Held

In 2024, he became a board member at several Anadolu Group companies. Özilhan was chosen as Board Member of TÜSİAD in 2024 and also acts as the Leader of its Food, Beverage and Agriculture Roundtable. He also acts as a Board Member at TÜRKNFED.

Burak Başarır

Burak Başarır holds a BA in Business Administration and a minor in Computer Sciences from American River College. He studied management at California State University of Sacramento and received a BSc degree in business administration from Middle East Technical University in 1995. Başarır joined Anadolu Group in 1998 with his first post at Coca Cola İçecek (CCI) and assumed increasing managerial responsibilities in finance and commercial functions.

He was assigned as Coca-Cola İçecek CFO in 2005 and has played a significant role during CCI's IPO process and effectively managed the financial integration of Efes Invest with CCI. Başarır led the largest operation of CCI in terms of volume and sales as the Türkiye Region President between 2010 and 2013. Başarır was appointed as Coca-Cola İçecek CEO in January 2014. He served as Anadolu Group Soft Drinks Group President and Coca-Cola İçecek CEO between 2014-2023.

Outside Positions Held

Başarır was appointed as Anadolu Group Deputy CEO in September 2023 and has been serving as Anadolu Group CEO since April 1st, 2024. Başarır is the Chairman of Anadolu Group Sustainability Committee and a member of the Turkish Industry & Business Association (TÜSİAD).

Mehmet Hurşit Zorlu

Hurşit Zorlu holds a BCs degree in Economics from Istanbul University. Before joining the Anadolu Group as a Marketing Specialist at Efes Beverage Group in 1984, he held various positions in Toz Metal and Turkish Airlines. During his career at Efes Beverage Group, he assigned various positions including Assistant Marketing Manager, Assistant Project Development Manager, Project Development Manager and Business Development & Investor Relations Director respectively. Zorlu worked as Chief Financial Officer (CFO) at Anadolu Efes between 2000-2008 and CFO at Anadolu Group between 2008- 2013. Zorlu served as Deputy CEO at Anadolu Group between 2013-2017. Hurşit Zorlu, who served as the Chief Executive Officer of Anadolu Group since February 2017, retired as of April 1, 2024 from this position.

Outside Positions Held

Currently Hurşit Zorlu, is a Board Member of all Anadolu Group companies. Zorlu also served as the chair person of Anadolu Group Sustainability Committee of the Group. Hurşit Zorlu is a High Advisory Council Member of the Turkish Investor Relations Society (TÜYİD) and served as the 8th term Chairperson of the Corporate Governance Association of Türkiye (TKYD) between 2015-2017.

Esel Yıldız Çekin

Esel Çekin is a board member and a member of the corporate governance and risk committees at Migros Ticaret AŞ since May 2020; a board member at Coca-Cola Satış ve Dağıtım A.Ş. and a member of the corporate governance committee at Coca-Cola İçecek A.Ş. since May 2022; a board member at Fiba Retail since October 2024. She also serves on the advisory boards of two AI-driven startups: T-Fashion, which focuses on fashion technology, and Madlen, specializing in edtech. She was the founding Executive Director of the Harvard Business School MENA Research Center between 2013 and 2023. She managed HBS's research activities in Türkiye, the Middle East, North Africa, and Central Asia.

With a degree in economics from Boğaziçi University, Çekin went on to earn her PhD in the same field from the City University of New York Graduate School. She also completed the Advanced Management Program at Harvard Business School. Çekin started her career as a consultant at Bain & Co. in their Istanbul office. In 1999, she joined Boyner Holding as Vice President of Strategy and Business Development. From 2004 to 2009, she served as Chief Executive Officer of Beymen. Prior to taking on the director position at the MENA Research Center, she served as Executive Director of the Graduate School of Business at Koç University. She taught Retail Management and Merchandising in Koç University from 2010 to 2020.

Rasih Engin Akçakoca

R. Engin Akçakoca received his undergraduate degree from Middle East Technical University in Management and started his career in banking in 1974. He assumed Deputy General Manager position in Koç-Amerikan Bank during 1986 and 1991 and General Manager position in Koçbank A.Ş. during 1991 and 2000. He was appointed as the Chairman of the Banking Regulation and Supervision Agency and the Savings Deposit Insurance Fund in 2001 responsible for a large-scale banking sector restructuring program held in Türkiye. Akçakoca has been working as a consultant since 2004.

Outside Positions Held

R. Engin Akçakoca holds board member positions in various Anadolu Group companies.

Ömer Özgür Tort, PhD

Dr. Ö. Özgür Tort, PhD joined the Business Development Department of Migros in 1996 and went on to lead, in chronological order, International Investments Coordination and Customer Relationship Management. In 2002, he was posted as Chief Operations Officer of Ramstore retail operations in Russia, where he stayed for the next four years before returning to Migros Türkiye as Chief Human Resources Officer in 2006.

In 2008, Dr. Ö. Özgür Tort was appointed as Chief Executive Officer of Migros and has served in this role ever since. Tort is a member of Anadolu Group Sustainability Committee. In addition, since 2013 Dr. Ö. Özgür Tort has been a board member of the Consumer Goods Forum (CGF), a global organization formed by the world's leading retailers and manufacturers. Between 2019 – 2021, he took over as the Co-Chair (retail) of the CGF. On the national level, Dr. Ö. Özgür Tort is the Vice Co-Chair of Food Retailers Association

(GPD) and board member of the Turkish Federation of Shopping Centers and Retailers (TAMPF). In 2020, Tort became a board member of both GS1 Global and GS1 Türkiye.

Tort graduated from Istanbul Technical University with a BSc in Industrial Engineering and in addition holds an MS degree in Engineering Management from Missouri University of Science and Technology. He gained a PhD degree at Marmara University in Engineering Management researching Value Chain Based Agricultural Financing Model.

Outside Positions Held

Özgür Tort is also the Chairman of Migros' subsidiaries Moneypay Ödeme ve Elektronik Para Hizmetleri A.Ş., Moneypay Finansal Teknoloji ve Yapay Zeka A.Ş., Mameda Medya Platform A.Ş., Dijital Platform Gıda Hizmetleri A.Ş., Paket Lojistik ve Teknoloji A.Ş., Migen Enerji ve Elektrikli Araç Şarj Hizmetleri A.Ş. and CRC Danışmanlık ve Organizasyon A.Ş.

Independent Board Member Candidates

Emre Ekmekçi

Emre Ekmekçi, who has 25 years of experience in digital industries, started his career in Los Angeles at a global digital agency serving the film, music and entertainment industries. He gained global experience in Hong Kong, Shanghai, London and Paris as a manager responsible for global business development. In 2010, he returned to Türkiye and founded Sehırfırsatı, a pioneer in the group buying sector in Türkiye, with Rocket Internet group. After Sehırfırsatı was acquired by Groupon.com (Nasdaq: GRPN), he served as Groupon Türkiye General Manager and Eastern Europe Regional Manager.

Between 2011-2016, he served as the Head of Business Development Department responsible for new investments at Doğan Online Group of Companies. Between 2016-2019, he served as the Commercial and International Group President of Hepsiburada.com (Nasdaq: HEPS), Türkiye's pioneer e-commerce platform. Under Hepsiburada, he founded HepsıPay, one of Türkiye's first payment and electronic money organizations.

Active in NGOs, Ekmekçi served as the Chairman of the Board of Directors of the Electronic Commerce Operators Association (ETİD) and Vice Chairman of the TOBB E-Commerce Assembly.

A graduate of Tarsus American College, Ekmekçi holds a bachelor's degree in Industrial and Systems Engineering from the University of Southern California and an MBA from Columbia Business School in New York.

He is married to journalist and national equestrian Neslişah Evliyazade Ekmekçi and has one daughter.

Outside Positions Held

Emre Ekmekçi is a member of the Global Advisory Board of Mirakl, an e-commerce marketplace Saas platform, and independent Board Member at Digital Area company of Bank of Georgia.

Emre Ekmekçi qualifies as an independent member according to the CMB's Corporate Governance Principles. He is not related in whatsoever manner to Migros Ticaret A.Ş. and/or its related parties.

Bariş Tan

Prof. Dr. Bariş Tan serves as the President of Özyeğin University. Prof. Tan received his BS in Electrical and Electronics Engineering from Boğaziçi University, an MS in Industrial and Systems Engineering, an MSE in Manufacturing Systems, and a PhD in Operations Research from the University of Florida.

Between 1994 and 2024, Prof. Tan served as a professor of Operations Management and Industrial Engineering, Vice President for Academic Affairs, Dean of the College of Economics and Administrative Sciences, and Director of the Graduate School of Business at Koç University. He joined Özyeğin University as a professor of Industrial Engineering and Business Administration in March 2024 and was appointed as the President in July 2024.

Prof. Tan's areas of expertise are design and control of manufacturing systems, supply chain management, and stochastic modeling. The awards received by Bariş Tan include the Distinguished Young Researcher award from the Turkish Academy of Sciences, TÜBİTAK and NATO Research Fellowships, and best paper awards. Prof. Tan has been a visiting professor at Harvard University, MIT, the University of Cambridge, University College London, and Politecnico di Milano. Prof. Tan has served on various universities and organizations' advisory and management boards worldwide, including EFMD, Kyoto University Graduate School of Management, LUMS, Nottingham Business School, and ISM University of Management and Economics.

Outside Positions Held

Prof. Dr. Tan is an independent Board Member at Coca Cola İçecek A.Ş. and Anadolu Isuzu Otomotiv Sanayi ve Ticaret A.Ş.

Professor Tan qualifies as an independent member according to the CMB's Corporate Governance Principles. He is not related in whatsoever manner to Migros Ticaret A.Ş. and/or its related parties.

Bekir Ağırđır

Bekir Ağırđır was born in Denizli in 1956. After graduating from Middle East Technical University, Faculty of Economics and Administrative Sciences, Department of Business Administration in 1979, he worked as Sales Manager and Deputy General Manager at Bilsan Bilgisayar Malzemeleri A.Ş. between years 1980-1984, as Sales Coordinator at Meteksan Ltd. Şti. between years 1984-1986 and as General Manager at Pirintaş Bilgisayar Malzemeleri ve Basım Sanayi A.Ş. between years 1986-1996. He served as Deputy General Manager at Atılım Kağıt ve Defter Sanayi A.Ş. between years 1996-1999 and as General Manager and Board Member at PMB Akıllı Kart ve Bilgi Teknolojileri A.Ş. between years 1999-2003.

From 2003 to 2005, he served as the Coordinator and then as the General Manager of the History Foundation. He served as the General Manager and Member of the Board of Directors at KONDA Araştırma ve Danışmanlık Limited Şirketi between 2005-2022, and a member of the Board of Directors from June 2022 to May 2024. Ağırđır has been the Founding Chairman of the Board of Directors of the Veri Enstitüsü A.Ş. since September 2024.

Outside Positions Held

Bekir Ağırđır is currently an independent Board member at AG Anadolu Grubu Holding A.Ş. and Anadolu Efes Biracılık ve Malt Sanayii A.Ş. He is the Vice Chairman of the Board of the Turkish Economic and Social Studies Foundation (TESEV), the Founding Member of the Yanındayız Association, the Democratic Republic Program and the EYMİR Culture Foundation, a member of the METU Alumni Association, a writer for Oksijen newspaper, and a commentator for T24 internet newspaper.

Mr. Ağırđır qualifies as an independent member according to the CMB's Corporate Governance Principles. He is not related in whatsoever manner to Migros Ticaret A.Ş. and/or its related parties.

Uğur Bayar

Uğur Bayar graduated from New York State University, Department of Mathematics & Statistics with a BSc. degree. Bayar started his career at Citibank Türkiye in 1987 and served in various roles in the treasury department until he started public service in 1992. He served as the Vice President in Public Partnership Administration between 1992-1997 and President at Prime Ministry Privatization Administration of Türkiye between 1997-2002. During this time, he also assumed the Chairmanships of the Board at Erdemir and Petrol Ofisi, and the Board Memberships at Turkish Airlines and Turk Telekom.

He joined Credit Suisse Türkiye in 2004 and served as the country CEO and Head of Investment Banking until 2017. He also served as the Chairman of WWF Türkiye's Board of Directors between 2010 and 2022.

Outside Positions Held

Bayar is currently an independent member of the Board of Directors of Adel Kalemçilik Ticaret ve Sanayi A.Ş., Board Member of the Deniz Yaşamını Koruma Derneği and Chairman of Tekfen Teknoloji Yatırım ve Ticaret A.Ş.

Bayar qualifies as an independent member according to the CMB's Corporate Governance Principles. He is not related in whatsoever manner to Migros Ticaret A.Ş. and/or its related parties.

APPENDIX – 3 Articles of Association Amendment Text

MİGROS TİCARET ANONİM ŞİRKETİ ARTICLES OF ASSOCIATION AMENDMENT TEXT	
FORMER VERSION	NEW VERSION
<u>Article 3 – Purpose and Scope</u> The purpose of the incorporation of the Company is to provide consumers with food and other necessities and products in optimal conditions. For this purpose, the Company's most significant activities are the performance of services such as collecting, loading, shipping, unloading, sorting, packaging, marketing, storing, which are added to the cost of the products until the products are passed from the producer onto the consumer, in an economical manner, to prevent the products from spoiling and to prevent any losses in the value thereof, to supply the products to the consumers both electronically and physically in an ideal form of marketing and organization, and to do business in the retail market. The Company may, in relation to its above mentioned purposes, engage in the following: 3.1 All kinds of administrative, financial, commercial activities in order to realize its purpose and scope, 3.2 To buy, sell, import, export, produce or have others produce in retail and wholesale all kinds of food products, including fresh fruits and vegetables and prepared food, family necessities and all kinds of industrial, agricultural and commercial and digital goods and services in Turkey and abroad; making field and garden farming; manufacture, produce, have others produce, buy and sell, import and export all stuff and materials mentioned in this provision.	<u>Article 3 – Purpose and Scope</u> The purpose of the incorporation of the Company is to provide consumers with food and other necessities and products in optimal conditions. For this purpose, the Company's most significant activities are the performance of services such as collecting, loading, shipping, unloading, sorting, packaging, marketing, storing, which are added to the cost of the products until the products are passed from the producer onto the consumer, in an economical manner, to prevent the products from spoiling and to prevent any losses in the value thereof, to supply the products to the consumers both electronically and physically in an ideal form of marketing and organization, and to do business in the retail market. The Company may, in relation to its above mentioned purposes, engage in the following: 3.1 All kinds of administrative, financial, commercial activities in order to realize its purpose and scope, 3.2 To buy, sell, import, export, produce or have others produce in retail and wholesale all kinds of food and family necessities and all kinds of industrial, agricultural and commercial and digital goods and services in Turkey and abroad, including fast moving consumer goods, food and agricultural products, meat and meat products, dried and fresh fruits and vegetables, edible roots, tubers, flowers and their crops, ready-to-eat meals, electronic and electrical products, cleaning products, cosmetics and personal care products, clothing and textile products, stationery, toys, household / garden items, souvenirs and private label products; making field and garden farming; manufacture, produce, have others produce, buy and sell, import and export all stuff and materials mentioned in this provision. 3.3 Processing and storing meat and meat products, 3.4 To carry out retail trade of all kinds of pet food and goods,

3.3 To establish, operate, manage shopping malls, to establish warehouses, open stores, to establish, operate and rent fuel sale and service stations separately or together with the abovementioned facilities, to operate traveling/itinerant sales cars and vending machines, to act as commission agent in various fields, to perform contract manufacturing, to have others perform contract manufacturing, to grant agencies and distributorships, to open modern farm places, stalls, nurture places and slaughterhouse, cold stores, a bread factory, an integrated meat industrial complex, department stores, restaurants, canteens, cafeterias and stores, to establish selling, marketing and distributing organizations for prepared food, to benefit from the organizations already established, to establish and operate meal card network. 3.4 Provided that open/unpackaged products are also included, to supply products for sale at a low price in clean conditions and by complying with the hygiene regulations and commercial requirements after standardizing them in accordance with their type and variety,	3.5 Wholesale and retail trade of cosmetics and personal care materials, 3.6 To purchase, sell, import and export all kinds of medical devices, medical consumables, and to make commitments thereof. 3.7 To establish, operate, manage shopping malls, to establish and operate warehouses for the production, purchase and sale, transportation, preparation, packaging and storage of food and necessities, to store food and all kinds of products, and to carry out processing and packaging of fruits, vegetables, pulses, meat, etc. in these warehouses, to open stores, to establish, operate and rent fuel sale and service stations separately or together with the abovementioned facilities, to operate traveling/itinerant sales cars/boats and vending machines, to act as commission agent in various fields, to perform contract manufacturing, to have others perform contract manufacturing, to grant agencies and distributorships, to open modern farm places, stalls, nurture places and slaughterhouse, cold stores, a bread factory, an integrated meat industrial complex/facility, department stores, restaurants, canteens, cafeterias and stores, to establish selling, marketing and distributing organizations for prepared food, to benefit from the organizations already established, to establish and operate meal card network. 3.8 To carry out delivery and cargo activities, ordering, inventory, logistics, shipment, packaging of goods and services, including delivery by automated vehicles, through robotic, technological and automated vehicles and software, 3.9 To establish research and development units and R&D Center for the search for advanced technology, to develop projects in this regard, to provide the necessary tools and equipment; to obtain the patent rights of the projects developed, to sell or lease the manufacturing rights of patented rights; to produce and develop projects within and outside the company as an R&D Center,
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3.5 To establish and operate facilities that produce, purchase, sell, transport, prepare, package and conserve food and necessity products in Turkey and abroad, to establish, without prejudice to the provisions of Capital Markets Board on the transfer of concealed gain, private partnerships and affiliates to be active in the above mentioned fields or any other field of activity that would benefit the Company or to participate in existing businesses or partnerships which do business in these areas of activity,	3.10 To establish, without prejudice to the provisions of Capital Markets Board on the transfer of concealed gain, private partnerships and affiliates to be active in the activity fields of the Company or any other field of activity that would benefit the Company or to participate in existing businesses or partnerships which do business in these areas of activity,
3.6 To facilitate the procurement of the raw and auxiliary products needed by the producers and manufacturers that perform sales connections with the Company, to import any of these as necessary or to have these produced domestically, to assist the producers in agricultural or technical matters and if necessary to grant them advances in exchange for security to be deducted from the purchase price of the products,	3.11 To facilitate the procurement of the raw and auxiliary products needed by the producers and manufacturers that perform sales connections with the Company, to import any of these as necessary or to have these produced domestically, to assist the producers in agricultural or technical matters and if necessary to grant them advances in exchange for security to be deducted from the purchase price of the products,
3.7 All kinds of dispositions and activities to aid and facilitate the realization of the purpose and scope of the Company, benefitting from incentives,	3.12 All kinds of dispositions and activities to aid and facilitate the realization of the purpose and scope of the Company, benefitting from incentives,
3.8 To purchase, sell, import or export all kinds of machinery, equipment, vehicles and devices including but not limited to all kinds of land and sea vehicles, and spare parts thereof relating to the scope and purpose of the Company; establishment, leasing, renting, purchasing and sale of facilities and installations; provided that it does not engage in brokerage activities, acquiring shares in existing companies or new companies to be incorporated in the Republic of Turkey or abroad for these purposes, on the condition that the provisions of Article 21 of the Capital Markets Law is reserved, participating in existing companies or in companies to be incorporated and providing all kinds of financial assistance to such companies, borrowing funds for realizing such purposes and owning shares in these kinds of companies,	3.13 To purchase, sell, import or export all kinds of machinery, equipment, vehicles and devices including but not limited to all kinds of land and sea vehicles, and spare parts thereof relating to the scope and purpose of the Company; establishment, leasing, renting, purchasing and sale of facilities and installations; provided that it does not engage in brokerage activities, acquiring shares in existing companies or new companies to be incorporated in the Republic of Turkey or abroad for these purposes, on the condition that the provisions of Article 21 of the Capital Markets Law is reserved, participating in existing companies or in companies to be incorporated and providing all kinds of financial assistance to such companies, borrowing funds for realizing such purposes and owning shares in these kinds of companies,
3.9 Provided that disclosures required by the Capital Markets Board within the scope of the special situations for ensuring the notification of investors are made and capital markets legislation is complied with, to acquire or construct immovables and limited rights in rem related thereto that facilitate or assist the purpose and scope of the Company and to exercise all kinds of legal dispositions over such immovables and limited rights in rem, establishing limited rights in rem and annotating leases in favor of third parties to obtain loans by establishing	3.14 Provided that disclosures required by the Capital Markets Board within the scope of the special situations for ensuring the notification of investors are made and capital markets legislation is complied with, to acquire or construct immovables and limited rights in rem related thereto that facilitate or assist the purpose and scope of the Company and to exercise all kinds of legal dispositions over such immovables and limited rights in rem, establishing limited rights in rem and annotating leases in favor of third parties to obtain loans by establishing

mortgages or providing other security or borrowing money without any collateral; entering into a commercial enterprise pledge, standing as guarantor against the liabilities of third parties, granting all kinds of surety in rem or in personam, establishing and releasing mortgages and pledges and all other similar rights in rem in favor of the Company or in favor of third parties upon the entirety or any other part of the current or future assets of the Company, 3.10 Acquiring, and carrying out all kinds of dispositions on patents, licenses, franchises, concessions, marks, models, designs, trade names, business/company names, know-how, copyrights, special manufacturing and production techniques, engineering and consultancy services and all other similar intangible rights and property useful for the activities related to the purpose and scope of the Company and the registration and cancellation of those rights, signing agreements with foreign and Turkish real persons and legal entities with regard to various intellectual rights, 3.11 Provided that it does not constitute investment services and activities, to issue, purchase, sell, and exercise all kinds of legal dispositions over bonds and all other similar securities; provided that no brokerage activities are conducted, to purchase and sell shares, bonds and other securities owned by private or public legal entities, 3.12 Engaging in activities in marketing, economic organization, technical consultancy and feasibly studies in relation to the above mentioned activities, 3.13 Without prejudice to the provisions of Capital Markets Board on the transfer of concealed gain, participating in legal entities or establishing partnerships with Turkish and foreign real persons in order to conduct activities that are related to, facilitate or assist the purpose and scope of the Company; provided that it does not engage in any brokerage activities to purchase, sell and exercise all kinds of legal dispositions over interests and shares owned by public or private legal entities, 3.14 Entering into service agreements with local and foreign technical and artistic experts and groups necessary for the facilities to be established, applying for the work permits of these persons, 3.15 Granting, acquiring, transferring, renting and establishing representative offices, general distributorships, consultancies, commission	mortgages or providing other security or borrowing money without any collateral; entering into a commercial enterprise pledge, standing as guarantor against the liabilities of third parties, granting all kinds of surety in rem or in personam, establishing and releasing mortgages and pledges and all other similar rights in rem in favor of the Company or in favor of third parties upon the entirety or any other part of the current or future assets of the Company, 3.15 Acquiring, and carrying out all kinds of dispositions on patents, licenses, franchises, concessions, marks, models, designs, trade names, business/company names, know-how, copyrights, special manufacturing and production techniques, engineering and consultancy services and all other similar intangible rights and property useful for the activities related to the purpose and scope of the Company and the registration and cancellation of those rights, signing agreements with foreign and Turkish real persons and legal entities with regard to various intellectual rights, 3.16 Provided that it does not constitute investment services and activities, to issue, purchase, sell, and exercise all kinds of legal dispositions over bonds and all other similar securities; provided that no brokerage activities are conducted, to purchase and sell shares, bonds and other securities owned by private or public legal entities, 3.17 Engaging in activities in marketing, economic organization, technical consultancy and feasibly studies in relation to the above mentioned activities, 3.18 Without prejudice to the provisions of Capital Markets Board on the transfer of concealed gain, participating in legal entities or establishing partnerships with Turkish and foreign real persons in order to conduct activities that are related to, facilitate or assist the purpose and scope of the Company; provided that it does not engage in any brokerage activities to purchase, sell and exercise all kinds of legal dispositions over interests and shares owned by public or private legal entities, 3.19 Entering into service agreements with local and foreign technical and artistic experts and groups necessary for the facilities to be established, applying for the work permits of these persons, 3.20 Granting, acquiring, transferring, renting and establishing representative offices, general distributorships, consultancies, commission
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houses, distributorships, agencies and dealerships in the Republic of Turkey and abroad related to the purpose and scope of the Company, 3.16 Engage in all kinds of training/educational activities related to the purpose and scope of the Company, cooperating with other relevant organizations, participating in their activities, 3.17 Benefitting from all kinds of technology and rationalization measures and cooperating with real persons and public and private legal entities doing business in this field in order to achieve its purpose and scope, 3.18 assisting or making donations to charitable foundations, associations, universities and similar organizations and public legal entities in accordance with the principles set forth by the Capital Markets Board and in a manner that does not interfere with its own purpose and objectives and provided that it is not contrary to the provisions of capital markets legislation pertaining to the shifting of disguised earnings, the required disclosures for special circumstances have been made and the shareholders are notified of any donations that have been made in that year during the general assembly meetings, 3.19 Leasing and/or subleasing the parking areas, carrying out parking lot management and executing agreements with third persons in relation to parking lot management, 3.20 Installing, managing and/or having others manage charging stations for electric or alternative energy vehicles at the parking lots of the stores and Shopping Centers. 3.21 Regarding Electric Market, establishing manufacturing facilities in order to cover its electric and heat energy needs within the framework of an auto producer license according to the related legislations, producing electric and heat energy, in case of surplus production, selling the electric and heat energy and/or capacity to	houses, distributorships, agencies and dealerships in the Republic of Turkey and abroad related to the purpose and scope of the Company, 3.21 Engage in all kinds of training/educational activities related to the purpose and scope of the Company, cooperating with other relevant organizations, participating in their activities, 3.22 Benefitting from all kinds of technology and rationalization measures and cooperating with real persons and public and private legal entities doing business in this field in order to achieve its purpose and scope, 3.23 assisting or making donations to charitable foundations, associations, universities and similar organizations and public legal entities in accordance with the principles set forth by the Capital Markets Board and in a manner that does not interfere with its own purpose and objectives and provided that it is not contrary to the provisions of capital markets legislation pertaining to the shifting of disguised earnings, the required disclosures for special circumstances have been made and the shareholders are notified of any donations that have been made in that year during the general assembly meetings, 3.24 Leasing and/or subleasing the parking areas, carrying out parking lot management and executing agreements with third persons in relation to parking lot management, 3.25 Installing, managing and/or having others manage charging stations for electric or alternative energy vehicles at the parking lots of the stores and Shopping Centers, establishing electricity generation and electricity storage facilities with licensed or unlicensed renewable energy systems such as solar energy, wind energy in order to meet its own electricity and heat energy, generating electricity and heat energy, selling the electricity and heat energy produced within the framework of the applicable legislation to other legal entities in case of excess production, and importing all equipment and fuel related to the facility, provided that it is not commercial. 3.26 Regarding Electric Market, establishing manufacturing facilities in order to cover its electric and heat energy needs within the framework of an auto producer license according to the related legislations, producing electric and heat energy, in case of surplus production, selling the electric and heat energy and/or capacity to
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the other corporate bodies who have the license and to independent consumers and importing equipment and fuel relating with the facilities on non-commercial basis. 3.22 To the extent permitted by law, to purchase and sell any and all kinds of gold and other precious metals, 3.23 Provided that the relevant legislation in force is complied with and the requisite permits have been obtained, to offer ticket sales services and distribution services for sports, cultural and entertainment events and similar activities; to offer access services to information on all kinds of entertainment, cultural, travel, transportation and sports activities through various communication channels; and provided that legislation in force is complied with and permission has been obtained from the relevant authorities, to print and distribute tickets, invoices and similar papers and to open ticket sales offices for this purpose; 3.24 To the extent permitted by law, to serve as an intermediary for or actually engage in all numeric and virtual games and lottery activities organized by the National Lottery Authority and other authorities and which may be permitted under the law in the future, 3.25 To execute insurance contracts to the benefit of consumers in connection with the contractual relationships established with consumers within the scope of the Company's field of activity, 3.26 Provided that the relevant legislation in force is complied with and the requisite permits have been obtained from the relevant authorities, to engage in activities as a representative and/or member business within the scope of the Law no 6493 and related legislative framework; and to provide support services to Banks as a Support service institution within the scope of the Law no 5411 and related legislative framework; to act as seller in delivering goods and services in consideration for loans extended by financing companies in financing contracts within the scope of the Law no 6361 and related legislative framework (if the laws referred to in this clause are amended, the relevant activity shall be carried out in line with the legislation that has amended/repealed such laws and now governs that field of activity), 3.27 To provide live, recorded, internet and online shows, documentaries, news, video clips and advertisements for television and radio stations doing business at an international,	the other corporate bodies who have the license and to independent consumers and importing equipment and fuel relating with the facilities on non-commercial basis. 3.27 To the extent permitted by law, to purchase and sell any and all kinds of gold and other precious metals, 3.28 Provided that the relevant legislation in force is complied with and the requisite permits have been obtained, to offer ticket sales services and distribution services for sports, cultural and entertainment events and similar activities; to offer access services to information on all kinds of entertainment, cultural, travel, transportation and sports activities through various communication channels; and provided that legislation in force is complied with and permission has been obtained from the relevant authorities, to print and distribute tickets, invoices and similar papers and to open ticket sales offices for this purpose; 3.29 To the extent permitted by law, to serve as an intermediary for or actually engage in all numeric and virtual games and lottery activities organized by the National Lottery Authority and other authorities and which may be permitted under the law in the future, 3.30 To execute insurance contracts to the benefit of consumers in connection with the contractual relationships established with consumers within the scope of the Company's field of activity, 3.31 Provided that the relevant legislation in force is complied with and the requisite permits have been obtained from the relevant authorities, to engage in activities as a representative and/or member business within the scope of the Law no 6493 and related legislative framework; and to provide support services to Banks as a Support service institution within the scope of the Law no 5411 and related legislative framework; to act as seller in delivering goods and services in consideration for loans extended by financing companies in financing contracts within the scope of the Law no 6361 and related legislative framework (if the laws referred to in this clause are amended, the relevant activity shall be carried out in line with the legislation that has amended/repealed such laws and now governs that field of activity), 3.32 To provide live, recorded, internet and online shows, documentaries, news, video clips and advertisements for television and radio stations doing business at an international,
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regional or local level and to provide, prepare, compile and market all kinds of production services, 3.28 To provide all kinds of computer systems, software and hardware support, consultancy and sales services; the sale/export of any software and technological solutions as may be developed to foreign or domestic companies both inside or outside the industry; to provide consultancy services, training services and post sales maintenance services, to carry out the referred activities on an individual basis or together with other firms, Universities or public authorities, 3.29 To provide research, project development and consultancy services or provide or obtain technical assistance regarding retail activities, 3.30 Provided that the relevant legislation in force is complied with and the requisite permits have been obtained, to build, develop the infrastructure for mobile payments, payment via SMS and similar digital, electronic and other alternative methods as may be implemented in the future to make it possible to pay the cost of a good or service by means of all kinds of technology and methods; to provide consultancy services to other foreign or domestic firms in order to provide such services, 3.31 Provided that the relevant legislation in force is complied with and the requisite permits have been obtained, the creation of electronic expenditure payment units to be used on physical, virtual and other platforms; to print, market, sell prepaid virtual and physical cards loaded with electronic expenditure payment units; to distribute, market, sell already printed cards and coupons, 3.32 To purchase, sell, import and export all kinds of medical devices, medical consumables, and to make commitments thereof. The upper limit of any donations the Company may make within the scope of paragraph “3.18” above shall be set by the general assembly. No donations exceeding such limit shall be made and any donations made shall be added to the distributable profit calculation. The Company may only provide a security or grant a pledge or mortgage within the context of above paragraph “3.9” or article 4 of the Articles of Association solely in favor of its own legal personality or a company it has included within the scope of full consolidation or another third person for the purpose of carrying out of its	regional or local level and to provide, prepare, compile and market all kinds of production services, 3.33 To provide all kinds of computer systems, software and hardware support, consultancy and sales services; the sale/export of any software and technological solutions as may be developed to foreign or domestic companies both inside or outside the industry; to provide consultancy services, training services and post sales maintenance services, to carry out the referred activities on an individual basis or together with other firms, Universities or public authorities, 3.34 To provide research, project development and consultancy services or provide or obtain technical assistance regarding retail activities, 3.35 Provided that the relevant legislation in force is complied with and the requisite permits have been obtained, to build, develop the infrastructure for mobile payments, payment via SMS and similar digital, electronic and other alternative methods as may be implemented in the future to make it possible to pay the cost of a good or service by means of all kinds of technology and methods; to provide consultancy services to other foreign or domestic firms in order to provide such services, 3.36 Provided that the relevant legislation in force is complied with and the requisite permits have been obtained, the creation of electronic expenditure payment units to be used on physical, virtual and other platforms; to print, market, sell prepaid virtual and physical cards loaded with electronic expenditure payment units; to distribute, market, sell already printed cards and coupons, The upper limit of any donations the Company may make within the scope of paragraph “3.23” above shall be set by the general assembly. No donations exceeding such limit shall be made and any donations made shall be added to the distributable profit calculation. The Company may only provide a security or grant a pledge or mortgage within the context of above paragraph “3.14” or article 4 of the Articles of Association solely in favor of its own legal personality or a company it has included within the scope of full consolidation or another third person for the purpose of carrying out of its
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ordinary commercial activities. Article 35 titled "Compliance with Corporate Governance Principles" of these Articles of Association is reserved. Provided that the provisions of article 125 of the Turkish Commercial Code are reserved, if, in the future there is any desire to enter into any kind of activities other than those within the framework of this article, which are deemed beneficial to or necessary for the Company, such intent shall be submitted to the approval of the General Assembly by the Board of Directors and upon a resolution to this effect, such activities as contemplated shall be undertaken. If any amendments are made to the Company's purpose and scope, it is necessary to obtain the required approvals from the relevant Ministry and the Capital Markets Board.	ordinary commercial activities. Article 35 titled "Compliance with Corporate Governance Principles" of these Articles of Association is reserved. Provided that the provisions of article 125 of the Turkish Commercial Code are reserved, if, in the future there is any desire to enter into any kind of activities other than those within the framework of this article, which are deemed beneficial to or necessary for the Company, such intent shall be submitted to the approval of the General Assembly by the Board of Directors and upon a resolution to this effect, such activities as contemplated shall be undertaken. If any amendments are made to the Company's purpose and scope, it is necessary to obtain the required approvals from the relevant Ministry and the Capital Markets Board.
<u>Article 17 - Term of Office and Duties of the Board of Directors</u> Board of Directors members are elected for a maximum term of 3 years, unless a shorter term is determined at the General Assembly where they have been appointed. A member whose term of office has expired may be re-elected. The General Assembly may, if there is a just cause and it deems necessary, replace the Board of Directors members at any time whether it is in its agenda or not. The Board of Directors is authorized to pass resolutions for each transaction necessary for the scope of the business of the Company, other than the ones that require the resolution of the General Assembly as per the Articles of Association and the law. The Board of Directors may, to the extent permitted by the Turkish Commercial Code, delegate its responsibilities and duties entirely or partially to the General Manager, to the Deputy General Manager and to the Senior Managers. In this circumstance, the Board of Directors issues an internal directive in accordance with Article 367/1 of Turkish Commercial Code. Without prejudice to the provisions of Article 375 of the Turkish Commercial Code, the following transactions can only be conducted via the resolution of the Board of Directors a. Employment, dismissal and any alterations to the service agreements or employment contracts of the General Manager (chief executive officer) and Assistant General Managers (including, but	<u>Article 17 - Term of Office and Duties of the Board of Directors</u> Board of Directors members are elected for a maximum term of 3 years, unless a shorter term is determined at the General Assembly where they have been appointed. A member whose term of office has expired may be re-elected. The General Assembly may, if there is a just cause and it deems necessary, replace the Board of Directors members at any time whether it is in its agenda or not. The Board of Directors is authorized to pass resolutions for each transaction necessary for the scope of the business of the Company, other than the ones that require the resolution of the General Assembly as per the Articles of Association and the law. The Board of Directors may, to the extent permitted by the Turkish Commercial Code, delegate its responsibilities and duties entirely or partially to the General Manager, to the Deputy General Manager and to the Senior Managers. In this circumstance, the Board of Directors issues an internal directive in accordance with Article 367/1 of Turkish Commercial Code. Without prejudice to the provisions of Article 375 of the Turkish Commercial Code, the following transactions can only be conducted via the resolution of the Board of Directors a. Employment, dismissal and any alterations to the service agreements or employment contracts of the General Manager (chief executive officer) and Assistant General Managers (including, but

not limited to, the chief financial officer, chief operating officers, chief marketing officer) (save as required pursuant to inflationary salary increases or applicable law) and first degree authorized signatories and determination of the working methods, salaries and authorities of these persons, b. Establishment of subsidiaries and partnerships and with respect to the liquidation of such subsidiary or partnership making proposals with respect to the vote to be cast at the general assembly of such subsidiary/partnership, c. Entry into force of the regulations and circulars to be applied in the Company, d. Providing movable and immovable assets as collateral for the loans to be obtained from the banks and other credit institutions, e. Constructing, purchasing, selling immovables on behalf of the Company, establishing mortgages over the immovables owned by the Company; f. Expunging the records of the receivables and rights that exceed TL 5,000 and that are not possible to be collected and related settlement or release resolutions, g. Determining the liabilities to be assumed by the Company under collective bargaining agreements, determining the bonuses and indemnifications that exceed the provisions of the collective bargaining agreements, rendering lock-out resolutions, h. Establishing provident funds or foundations for the employees of the Company under Article 522 of the Turkish Commercial Code, or participating in a similar foundation, i. Determining and amending the annual business plan, permanent staff and the amendments thereto, j. Financial statements and the activity report and submitting these to the General Assembly, k. Any change to the company gearing policy l. Making any proposals to the general assembly of the Company for the commencement of any voluntary insolvency or liquidation process m. Deciding on the delisting of the Company from stock exchange and submission for the approval of the general assembly to delist	not limited to, the chief financial officer, chief operating officers, chief marketing officer) (save as required pursuant to inflationary salary increases or applicable law) and first degree authorized signatories and determination of the working methods, salaries and authorities of these persons, b. Establishment of subsidiaries and partnerships and with respect to the liquidation of such subsidiary or partnership making proposals with respect to the vote to be cast at the general assembly of such subsidiary/partnership, c. Entry into force of the regulations and circulars to be applied in the Company, d. Providing movable and immovable assets as collateral for the loans to be obtained from the banks and other credit institutions, e. Constructing, purchasing, selling immovables on behalf of the Company, establishing mortgages over the immovables owned by the Company; f. Expunging the records of the receivables and rights that exceed USD 2,000 and that are not possible to be collected and related settlement or release resolutions, g. Determining the liabilities to be assumed by the Company under collective bargaining agreements, determining the bonuses and indemnifications that exceed the provisions of the collective bargaining agreements, rendering lock-out resolutions, h. Establishing provident funds or foundations for the employees of the Company under Article 522 of the Turkish Commercial Code, or participating in a similar foundation, i. Determining and amending the annual business plan, permanent staff and the amendments thereto, j. Financial statements and the activity report and submitting these to the General Assembly, k. Any change to the company gearing policy l. Making any proposals to the general assembly of the Company for the commencement of any voluntary insolvency or liquidation process m. Deciding on the delisting of the Company from stock exchange and submission for the approval of the general assembly to delist
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n. Approval of the Company's or any of its affiliates which are subject to consolidation or amendment of any line item in the budget of the Company or in the budget of any affiliate of the Company which are subject to consolidation for any financial year which would result in a change of more than 5% in such line item. o. (Without prejudice to the provisions of the Capital Markets Board on hidden income) Transactions with shareholders of the Company and their related parties, save for transactions conducted in the ordinary course of business carried out at arm's length. p. any acquisitions (including by way of merger) or disposals(including by way of de-merger) of subsidiaries and/or businesses with an enterprise value and/or assets with a value equal to or higher than USD 75,000,000 r. The constitution of any new committee of the board of directors, s. Change of accounting policy and estimates, other than as mandatorily required and without prejudice to the Accounting Principles of Turkey, t. Adoption of or amendment to any employee share allocation u. Proposal to the General Assembly for any amendment to the dividend policy of the Company save where mandatorily required under applicable law, v. (i) any refinancing of Company's bank debt facilities, or (ii) the signing of any debt facility or facilities having an aggregate size of TL 100m or more (except where such debt facility or facilities are entered into in order to meet liquidity requirements of the Company), or (iii) any amendments to Company's bank debt facilities which alter the terms upon which the shares of the Company can be released from the pledge covering them. The Board of Directors may appoint the commercial representatives. With respect to the actions listed above which can be conducted by a decision of the Board of Directors, the provisions of the Turkish Commercial Code on the non-assignable powers of the general assembly and the transactions which shall be submitted for the approval of the general assembly as per the provisions of the capital markets board shall be reserved.	n. Approval of the budget of the Company or any of its consolidated subsidiaries for any financial year. o. (Without prejudice to the provisions of the Capital Markets Board on hidden income) Transactions with shareholders of the Company and their related parties, save for transactions conducted in the ordinary course of business carried out at arm's length. p. any acquisitions (including by way of merger) or disposals(including by way of de-merger) of subsidiaries and/or businesses with an enterprise value and/or assets with a value equal to or higher than USD 75,000,000 r. The constitution of any new committee of the board of directors, s. Change of accounting policy and estimates, other than as mandatorily required and without prejudice to the Accounting Principles of Turkey, t. Adoption of or amendment to any employee share allocation u. Proposal to the General Assembly for any amendment to the dividend policy of the Company save where mandatorily required under applicable law, v. (i) any refinancing of Company's bank debt facilities, or (ii) the signing of any debt facility or facilities having an aggregate size of TL 500m or more (except where such debt facility or facilities are entered into in order to meet liquidity requirements of the Company), or (iii) any amendments to Company's bank debt facilities which alter the terms upon which the shares of the Company can be released from the pledge covering them. The Board of Directors may appoint the commercial representatives. With respect to the actions listed above which can be conducted by a decision of the Board of Directors, the provisions of the Turkish Commercial Code on the non-assignable powers of the general assembly and the transactions which shall be submitted for the approval of the general assembly as per the provisions of the capital markets board shall be reserved.
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Declaration of Independence

DECLARATION OF INDEPENDENCE

To be presented to the Board of Directors of Migros Ticaret Anonim Şirketi (= the "Company")

As a result of having been nominated as an "Independent Member" to the Board of Directors for your Company's Ordinary General Assembly Meeting for the year 2024, I hereby declare and submit for the information of all the Company's organs, shareholders and all concerned parties that I am a candidate for this position and that I possess the necessary qualifications to serve at the Company as an "independent member" within the framework of the criteria set forth in the legislation, the Company's articles of association and Corporate Governance Principles of the Capital Markets Board and that accordingly

- a) neither I, nor my spouse, nor any relative of mine whether by blood or by marriage unto the second degree, have a relationship in terms of employment at an administrative level to take upon significant duty and responsibilities within the last five years, own more than 5% of the capital or voting rights or privileged shares either jointly or solely or not to have established a significant commercial relation between the company, corporations on which the company hold control of management or significant effect and shareholders who hold control of management of the company or have significant effect in the company and legal entities on which these shareholders hold control of management,
- b) I have not been a shareholder (5% and more), worked at an administrative level to take upon significant duty and responsibilities or member of board of directors within the last five years in companies that the company purchases or sells goods or service at a significant level within the framework of the contracts executed, and particularly in firms which provide auditing (including tax audit, statutory audit, internal audit), rating and consultancy services to the Company during the period of such sale or purchase,
- c) As can be seen from my resume, I possess the necessary professional training, knowledge and experience in order to duly conduct the tasks I will assume as a result of becoming an independent board member,
- d) I am not/will not be a full-time employee of any public agencies or institutions as of the date of my nomination for the position of independent board member as well as the date of this statement and, if appointed, during the term of my office,
- e) I am deemed to be a resident in Turkey pursuant to the provisions of the Income Tax Law,
- f) I possess strong ethical standards, professional reputation and experience to contribute positively to the Company's activities, to remain impartial during conflicts of interest between the Company and the shareholders and to make decisions freely by taking into consideration the rights of the interested parties,
- g) I am able to dedicate sufficient time to the Company's business in order to monitor the conduct of the company's activities and fully perform the requirements of the duties I have assumed.

- h) I have not conducted membership in the board of directors of the company more than a term of six years within the last ten years.
- i) I have not served as the independent member of the board of directors in more than three of the company or the companies in which the controlling shareholders of the company hold the control of management and in more than five corporations in total which are admitted to the trading on the exchange.
- j) I have not been registered and announced as a board member representing a legal entity.

Emre Ekmekçi

Barış Tan

Bekir Ağırdir

Uğur Bayar