

MİGROS TİCARET A.Ş.

INFORMATION DOCUMENT

ORDINARY GENERAL ASSEMBLY MEETING TO BE HELD ON 13 APRIL 2026 WITH REGARD TO THE ACTIVITIES OF 2025

The Ordinary General Assembly Meeting of our Company will be held on 13.04.2026 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 2025, 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 2025, the Integrated Annual Report including the TSRS Compliant Sustainability Report and appended thereto the Report on Compliance with the Corporate Governance Principles, the amendment text of article 3 and article 7 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:

There were no managerial or operational changes that have substantially affected our Company’s or our subsidiaries’ activities in 2025.

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 2025 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 13 APRIL 2026

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, deliberating and voting on the Integrated Annual Report for 2025, including the TSRS Compliant Sustainability Report,

Explanation: Information shall be presented on the 2025 Integrated Annual Report, including the TSRS Compliant Sustainability Report, which has been 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, the Public Oversight, Accounting and Auditing Standards Authority regulations and other relevant regulatory framework, and submitted for the opinion and approval of our shareholders.

3. Reading the independent auditor's report concerning the Company's 2025 activities and accounts,

Explanation: The Independent Auditors' Report, which has been 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 2025,

Explanation: Information shall be presented on the financial statements, which has been 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. Deliberating and approving the 2024 TSRS Compliant Sustainability Report,

Explanation: The 2024 TSRS Compliant Sustainability Report, which has been made available for our shareholders at our Company's head office, the Company's corporate website at www.migroskurumsal.com, the Public Disclosure Platform (KAP), the Electronic General Assembly System of MKK for 3 weeks prior to the General Assembly meeting as per the TCC, Regulation, Capital Markets Law, the Public Oversight, Accounting and Auditing Standards Authority regulations and other relevant regulatory framework, and for which the mandatory sustainability assurance audit was completed by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., shall be submitted for the opinion and approval of our shareholders.

6. Individually acquitting each of the members of the Company's board of directors of their fiduciary responsibilities for the Company's activities in 2025,

Explanation: The release of each Board member individually with regard to any operations, activities and accounts for the year 2025 within the framework of the provisions of the TCC and the Regulation shall be presented to the General Assembly for approval.

7. 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 2025 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, to distribute gross dividends of TL 1,475,000,000.00, (TL 925,820,001.06 to be covered from the Net Distributable Period Profit, TL 153,535,841.26 to be covered from the portion of statutory reserves exceeding half of the Company's paid-in capital and TL 962,876,794.56 to be covered from "other sources,")
- to allocate no primary legal reserves, as the legal limit has been reached, and to allocate TL 131,241,144.71 as secondary legal reserves in relation to the dividends to be distributed,
- to offset the advance dividend of TL 650,000,000.00 distributed in November 2025 from the dividend distribution to be made from the Net Distributable Period Profit,
- to distribute the remaining TL 825,000,000.00 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 4.5566457 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 4.5566457 and net dividend of TL 3.8731489 (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 13 May 2026 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 18.03.2026 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.

8. 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 2026 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 2026 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 2026 in case there is insufficient profit or loss at the end of the 2026 fiscal period.

9. 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 13.04.2026:

- Kamilhan Süleyman Yazıcı
- Talip Altuğ Aksoy
- İbrahim İzzet Özilhan
- Burak Başarır
- Mehmet Hurşit Zorlu
- Rasih Engin Akçakoca
- Esel Yıldız Çekin
- 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 05 March 2026 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**.

10. 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 proposal to pay each independent Board members a monthly gross salary of TL 305,000 by covering their terms of office and not to pay the other board members a monthly salary for their Board membership position shall be presented to the General Assembly's approval during the General Assembly Meeting to be held on 13.04.2026.

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

Explanation: As stated in the public disclosure dated 18 March 2026, 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 2026, including the mandatory assurance audit to be conducted within the scope of the Turkish Sustainability Reporting Standards (TSRS), and to submit this proposal to the General Assembly's approval.

12. Providing information about the donations and assistance granted by the Company in 2025; determining an upper limit on donations and assistance to be granted in 2026,

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 serve the purpose of providing information. Our Company donated TL 21,045,999 in 2025 to various organizations and foundations including Anadolu Eğitim ve Sosyal Yardım Vakfı, Koç University, Türkiye Eğitim Gönülleri Vakfı, Ege Orman Vakfı, Deniz Temiz Derneği, etc.

At the Ordinary General Assembly meeting dated 15.04.2025, it was resolved that the upper limit of donations and assistance to be made in 2025 would be TL 25,000,000.

Pursuant to the requirements of the Capital Markets Law and the Capital Markets Board's Communiqué on Dividends (II-19.1), a proposal shall be submitted to the approval of the General Assembly that the upper limit for all donations to be made in 2026 be set at TL 50,000,000.

13. Approving, amending and approving, or rejecting the proposal of the Board of Directors regarding the amendment of the current content of article 3 titled "Purpose and Scope" 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 09 March 2026, it was resolved to amend the current content of the article 3 titled "Purpose and Scope" of the Company's Articles of Association. The proposed amendment to the article 3 relates to the inclusion of the activities specified therein into the Company's Articles of Association.

The amendment text to the Articles of Association, prepared in the form of “Former Version – New Version”, is included in **Appendix 3**. It was submitted to the Capital Markets Board for the approval of the amendment on the Articles of Association. The aforementioned amendment to the Articles of Association 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.

14. Approving, amending and approving, or rejecting the proposal of the Board of Directors regarding the amendment of article 7 titled ‘Share Capital’ of the Articles of Association of our Company in order to determine the registered capital ceiling of the Company at TL 2,000,000,000 (Turkish Lira) to cover the years 2026–2030 (five years), 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: Our Company’s current registered capital ceiling of TL 500,000,000, which is valid for the years 2022–2026 (5 years), will expire at the end of 2026. Therefore, it was resolved to extend the validity period of the registered capital ceiling so as to cover the years 2026–2030 (5 years) and to increase the registered capital ceiling to TL 2,000,000,000, and accordingly, to amend the article 7 titled “Share Capital” of the Company’s Articles of Association.

The amendment text to the Articles of Association, prepared in the form of “Former Version – New Version”, is included in **Appendix 3**. It was submitted to the Capital Markets Board for the approval of the amendment on the Articles of Association. The aforementioned amendment to the Articles of Association 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.

15. Approving, amending and approving, or rejecting the proposal of the Board of Directors regarding the amendment of article 7 titled ‘Share Capital’ of the Articles of Association of our Company in order to change the nominal value of the Company’s shares in the Articles of Association, which currently have a nominal value of TL 0.01 each, to a nominal value of TL 1 each, 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: Taking into consideration that the Company’s shares traded on Borsa Istanbul have a nominal value of TL 1 per share and in order to comply with the Company’s Articles of Association, it has been resolved to change the nominal value of the Company’s shares in the Articles of Association, which currently have a nominal value of TL 0.01 each, to a nominal value of TL 1 each, and accordingly to change the Company’s entire share capital, which currently consists of shares with a nominal value of TL 0.01 each, into shares with a nominal value of TL 1 each.

The amendment text to the Articles of Association, prepared in the form of “Former Version – New Version”, is included in **Appendix 3**. It was submitted to the Capital Markets Board for the approval of the amendment on the Articles of Association. The aforementioned amendment to the Articles of Association 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.

16. 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 2025,

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 2025. 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.

17. Informing the shareholders on the transactions, if any, made in 2025 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 2025.

18. 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.

19. 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 2025 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 13.04.2026, 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, deliberating and voting on the Integrated Annual Report for 2025, including the TSRS Compliant Sustainability Report,			
3. Reading the independent auditor's report concerning the Company's 2025 activities and accounts,			
4. Reading, deliberating and voting on the financial statements for 2025,			

5. Deliberating and approving the 2024 TSRS Compliant Sustainability Report,			
6. Individually acquitting each of the members of the Company's board of directors of their fiduciary responsibilities for the Company's activities in 2025,			
7. Discussing, approving, amending and approving, or rejecting the Board of Directors' proposal concerning dividend distribution,			
8. 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 2026 fiscal period,			
9. Election of independent Board members and other members of the Board of Directors and determination of their terms of office,			
10. Determining the fees and any kind of financial benefits including bonus, premium, attendance fee, etc. to be paid to the Board members,			
11. Voting on the Board of Directors' selection of the Company's independent auditors as per the Turkish Commercial Code, the Capital Markets Board and the Public Oversight, Accounting and Auditing Standards Authority regulations,			
12. Providing information about the donations and assistance granted by the Company in 2025; determining an upper limit on donations and assistance to be granted in 2026,			
13. Approving, amending and approving, or rejecting the proposal of the Board of Directors regarding the amendment of the current content of article 3 titled "Purpose and Scope" 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,			

<p>14. Approving, amending and approving, or rejecting the proposal of the Board of Directors regarding the amendment of article 7 titled ‘Share Capital’ of the Articles of Association of our Company in order to determine the registered capital ceiling of the Company at TL 2,000,000,000 (Turkish Lira) to cover the years 2026–2030 (five years), 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,</p>			
<p>15. Approving, amending and approving, or rejecting the proposal of the Board of Directors regarding the amendment of article 7 titled ‘Share Capital’ of the Articles of Association of our Company in order to change the nominal value of the Company's shares in the Articles of Association, which currently have a nominal value of TL 0.01 each, to a nominal value of TL 1 each, 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,</p>			
<p>16. 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 2025,</p>			
<p>17. Informing the shareholders on the transactions, if any, made in 2025 within the context of Article 1.3.6. in Annex-I of the Corporate Governance Communiqué (II-17.1) of the Capital Markets Board,</p>			

<p>18. 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,</p>			
<p>19. Closing.</p>			

(*) 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 equivalentents, 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 2025

Migros Ticaret A.Ş. Dividend Distribution Table for 2025 (TL)			
1. Paid-in Share Capital		181,054,233.00	
2. General legal reserves (as per statutory records)		394,805,934.20	
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	8,902,032,000.00	1,175,361,463.76
4	Taxes (-)	-2,434,902,000.00	-132,903,246.87
5	Net Profit (=)	6,467,130,000.00	1,042,458,216.89
6	Prior years' losses (-)	0.00	0.00
7	General legal reserves (-)	0.00	0.00
8	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	6,467,130,000.00	1,042,458,216.89
	Dividend Advance Distributed (-)	650,000,000.00	650,000,000.00
	Dividend Advance Less Net Distributable Current Period Profit	5,817,130,000.00	392,458,216.89
9	Grants made during the year (+)	21,045,998.83	
10	Net distributable profit including grants	5,838,175,998.83	
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	916,767,289.41	916,767,289.41
16	General legal reserve fund	129,094,728.83	131,241,144.71
17	Status reserves		
18	Special reserves		24,961,486.89
19	EXTRAORDINARY RESERVES	5,449,633,270.00	
20	Other sources planned for distribution	549,179,998.94	549,179,998.94

Migros Ticaret A.Ş. Dividend Ratio Table for 2025

	GROUP	TOTAL DIVIDEND TO BE DISTRIBUTED		TOTAL DIVIDEND TO BE DISTRIBUTED / NET DISTRIBUTABLE PROFIT	DIVIDEND PER SHARE FOR 1 TL NOMINAL VALUE	
		CASH (TL)	SHARES (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
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	TOTAL	701,250,000.00	-	-	3.8731489	387.31489

APPENDIX – 2 Resumes of the Board Member Candidates

Kamilhan Süleyman Yazıcı

Kamil Yazıcı graduated from New York Military Academy (1996), holds a BA degree in Marketing from Emory University Goizueta Business School (2000), an MBA degree from American Institute of Business and Economics (2005) and has completed the GMP program at the Harvard Business School (2017). Yazıcı started his Anadolu Group career in year 2000 in the Finance Presidency as Assistant Finance Specialist and resumed his career in Anadolu Efes Russia Beer operations during 2002-2011 where he held multiple roles as Marketing Manager, Logistics Manager, Supply Chain Director, Business Development Director and finally led a pan-Russian effort to re-structure the sales organization for greater efficiency and effectiveness. In 2011, he was appointed as General Manager of Efes Vitanta in Moldova and continued this role until 2014. In 2014, he was appointed as Market Development Director responsible for all international markets where the group did not operate locally and held this position until 2017. Between 2017- 2025, Kamil Yazıcı served as Vice- Chairman on Anadolu Group holding and subsidiary Boards.

Outside Positions Held

In April 2025, he became the Chairman of Anadolu Group holding and group companies. In addition, he serves as Board Member for TAIK (Turkish-American Business Council), TOGG (Turkish National Auto Initiative), HBS Alumnus (Harvard Business School's Alumni Board) and is the Vice-Chairman of KYYDAS (the Kamil Yazıcı Family Trust). He is also a member of TÜSİAD (Turkish Industry & Business Association).

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. After serving as Board Member at Anadolu Group holding and group companies between 2017-2025, Aksoy became Anadolu Group Vice-Chairman on April 2025.

Outside Positions Held

Aksoy continues to serve as Vice Chairman and 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 after acting as the Leader of its Food, Beverage and Agriculture Roundtable, he now serves as the Vice President of TÜSİAD since 2026. He also acts as a Board Member at TÜRKONFED.

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. Burak Başarır is a member of the Turkish Industry & Business Association (TÜSİAD).

Mehmet Hurşit Zorlu

Hurşit Zorlu holds a BSc 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 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, Risk and Sustainability 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

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 became the 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 since then, has served in this role. Özgür Tort has also taken the lead in founding new generation retail services. 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 in Engineering Management researching Value Chain Based Agricultural Financing Model.

Outside Positions Held

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

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 Sehirsatı, a pioneer in the group buying sector in Türkiye, with Rocket Internet group. After Sehirsatı 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 Hepsipay, 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. Barış Tan serves as the President of Özyeğin University. He also serves as a professor of Industrial Engineering and Business Administration. 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.

Prof. Tan's areas of expertise are design and control of manufacturing systems, supply chain management, and stochastic modeling. The awards received by Barış Tan include the Distinguished Young Researcher award from the Turkish Academy of Sciences, TÜBİTAK and NATO Research Fellowships, and best paper awards.

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. 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 international universities and organizations' advisory and management boards worldwide, including EFMD, Kyoto University Graduate School of Management, Lahore University of Management Sciences (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 Arařtırma ve Danıřmanlık Limited Őirketi between 2005-2022, and a member of the Board of Directors from June 2022 to May 2024. Ađırdır has been the Founding Chairman of the Board of Directors of the Veri Enstitüsü A.Ő. since September 2024.

Outside Positions Held

Bekir Ađırdır is currently an independent Board member at AG Anadolu Grubu Holding A.Ő. and Anadolu Efes Biracılık ve Malt Sanayii A.Ő. He is 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. Ađırdır qualifies as an independent member according to the CMB's Corporate Governance Principles. He is not related in whatsoever manner to Migros Ticaret A.Ő. and/or its related parties.

Uđur Bayar

Uđur Bayar graduated from New York State University, Department of Mathematics & Statistics with a BSc. degree. Bayar started his career at Citibank Tőrkiye 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 Tőrkiye 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 Tőrkiye in 2004 and served as the country CEO and Head of Investment Banking until 2017. He also served as the Chairman of WWF Tőrkiye's Board of Directors between 2010 and 2022.

Outside Positions Held

Bayar is currently an independent member of the Board of Directors of Adel Kalemcilik Ticaret ve Sanayi A.Ő., Vice Chairman of the Deniz Yařamını Koruma Derneđi and member of TUYID Turkish Investor Relations Society's High Advisory Council.

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.Ő. and/or its related parties.

APPENDIX – 3 Articles of Association Amendment Text

MİGROS TİCARET A.Ş. ARTICLES OF ASSOCIATION AMENDMENT TEXT	
FORMER VERSION	NEW VERSION
<p><u>Article 3 – Purpose and Scope</u></p> <p>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.</p> <p>The Company may, in relation to its above mentioned purposes, engage in the following:</p> <p>3.1 All kinds of administrative, financial, commercial activities in order to realize its purpose and scope,</p> <p>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.</p> <p>3.3 Processing and storing meat and meat products,</p> <p>3.4 To carry out retail trade of all kinds of pet food and goods,</p>	<p><u>Article 3 – Purpose and Scope</u></p> <p>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.</p> <p>The Company may, in relation to its above mentioned purposes, engage in the following:</p> <p>3.1 All kinds of administrative, financial, commercial activities in order to realize its purpose and scope,</p> <p>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.</p> <p>3.3 Processing and storing meat and meat products,</p> <p>3.4 To carry out retail trade of all kinds of pet food and goods, <u>to import and export of all kinds of feed, animal nutrition products and pet food for cats, dogs and other similar animals,</u></p>

<p>3.5 Wholesale and retail trade of cosmetics and personal care materials,</p> <p>3.6 To purchase, sell, import and export all kinds of medical devices, medical consumables, and to make commitments thereof.</p> <p>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.</p> <p>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,</p> <p>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,</p> <p>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,</p>	<p>3.5 Wholesale and retail trade of cosmetics and personal care materials,</p> <p>3.6 To purchase, sell, import and export all kinds of medical devices, medical consumables, and to make commitments thereof.</p> <p>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.</p> <p>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,</p> <p>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,</p> <p>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,</p>
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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,

3.12 All kinds of dispositions and activities to aid and facilitate the realization of the purpose and scope of the Company, benefitting from incentives,

3.13 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,

3.14 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,

3.11 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,

3.12 All kinds of dispositions and activities to aid and facilitate the realization of the purpose and scope of the Company, benefitting from incentives,

3.13 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,

3.14 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,

3.15 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 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,

3.15 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 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 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,

3.22 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 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, 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

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,

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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, 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

<p>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,</p> <p>3.34 To provide research, project development and consultancy services or provide or obtain technical assistance regarding retail activities,</p> <p>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,</p> <p>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,</p> <p>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.</p>	<p>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,</p> <p>3.34 To provide research, project development and consultancy services or provide or obtain technical assistance regarding retail activities,</p> <p>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,</p> <p>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,</p> <p>3.37 <u>To carry out the accumulation, collection, temporary storage, transportation, sorting, sale, disposal and/or recycling and recovery of all kinds of packaging waste and non-hazardous waste, including but not limited to paper and cardboard packaging waste, plastic packaging waste, composite packaging waste and glass packaging waste; and to establish and operate facilities for such purposes,</u></p> <p>3.38 <u>To recover sorted non-metallic waste, scrap and other materials, generally through mechanical or chemical processing methods (excluding the recovery of plastic waste through chemical processes).</u></p> <p>3.39 <u>To store non-hazardous waste on a regular or permanent basis,</u></p> <p>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.</p>
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<p>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 ordinary commercial activities. Article 35 titled “Compliance with Corporate Governance Principles” of these Articles of Association is reserved.</p> <p>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.</p> <p>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.</p>	<p>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 ordinary commercial activities. Article 35 titled “Compliance with Corporate Governance Principles” of these Articles of Association is reserved.</p> <p>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.</p> <p>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.</p>
<p><u>Article 7 – Share Capital</u></p> <p>The Company has accepted registered share capital system according to Capital Markets Law and transferred into registered share capital system upon approval of the Capital Markets Board numbered 16/440 dated 30/03/2018.</p> <p>The Company's registered capital ceiling is TL 500,000,000 (Turkish Lira) and divided into 50,000,000,000 bearer shares each with a nominal value of 1 Kuruş (one Kurus).</p> <p>The registered share capital ceiling granted by the Capital Markets Board is valid for the years 2022-2026 (5 years). In order for the board of directors to resolve on capital increase after 2026 even if the registered share capital ceiling is not reached until the end of 2026, the board of directors should get authorisation for a term in the general assembly meeting upon obtaining approval of the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In case the board of directors cannot get such authorisation, capital increase cannot be made through the board of directors’ resolution. This authority granted to the board of directors is limited to the capital increases only; general assembly has the authority to decrease the issued capital.</p>	<p><u>Article 7 – Share Capital</u></p> <p>The Company has accepted registered share capital system according to Capital Markets Law and transferred into registered share capital system upon approval of the Capital Markets Board numbered 16/440 dated 30/03/2018.</p> <p>The Company's registered capital ceiling is TL <u>2,000,000,000</u> (Turkish Lira) and divided into <u>2,000,000,000</u> bearer shares each with a nominal value of <u>TL</u> 1 (one <u>Turkish Lira</u>).</p> <p>The registered share capital ceiling granted by the Capital Markets Board is valid for the years <u>2026-2030</u> (5 years). In order for the board of directors to resolve on capital increase after <u>2030</u> even if the registered share capital ceiling is not reached until the end of <u>2030</u>, the board of directors should get authorisation for a term in the general assembly meeting upon obtaining approval of the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In case the board of directors cannot get such authorisation, capital increase cannot be made through the board of directors’ resolution. This authority granted to the board of directors is limited to the capital increases only; general assembly has the authority to decrease the issued capital.</p>

<p>In case the registered capital ceiling is reached within the permitted time period or if it becomes necessary to increase the registered capital ceiling, it will be necessary to obtain new permission from the Capital Markets Board for a new registered capital ceiling.</p> <p>The capital of the Company is TL 181,054,233 (one hundred eighty one million and fifty four thousand and two hundred thirty three Turkish Liras). This capital has been divided into 18,105,423,300 shares each with a nominal value of 1 Kuruş (one Kurus).</p> <p>The shares of the company have been dematerialized in their entirety and are now held in book-entry form. The share capital of the Company may be increased or decreased pursuant to the provisions of the Turkish Commercial Code and the provisions of the Capital Markets legislation, if necessary.</p> <p>The board of directors, when deems necessary, has right to i) increase the issued capital by issuing new shares up to the registered capital ceiling; ii) limit or abolish shareholders' right to acquire new shares, iii) issue shares premium or shares less than their nominal value.</p> <p>Shareholders' rights to acquire new shares may be restricted/removed not to cause inequality between shareholders.</p> <p>In case the share capital is increased without cash injection, the new shares will be distributed amongst the existing shareholders at the date of the increase in proportion to their shares in the company.</p>	<p>In case the registered capital ceiling is reached within the permitted time period or if it becomes necessary to increase the registered capital ceiling, it will be necessary to obtain new permission from the Capital Markets Board for a new registered capital ceiling.</p> <p>The capital of the Company is TL 181,054,233 (one hundred eighty one million and fifty four thousand and two hundred thirty three Turkish Liras). This capital has been divided into <u>181,054,233</u> shares each with a nominal value of <u>TL 1</u> (one <u>Turkish Lira</u>).</p> <p>The shares of the company have been dematerialized in their entirety and are now held in book-entry form. The share capital of the Company may be increased or decreased pursuant to the provisions of the Turkish Commercial Code and the provisions of the Capital Markets legislation, if necessary.</p> <p>The board of directors, when deems necessary, has right to i) increase the issued capital by issuing new shares up to the registered capital ceiling; ii) limit or abolish shareholders' right to acquire new shares, iii) issue shares premium or shares less than their nominal value.</p> <p>Shareholders' rights to acquire new shares may be restricted/removed not to cause inequality between shareholders.</p> <p>In case the share capital is increased without cash injection, the new shares will be distributed amongst the existing shareholders at the date of the increase in proportion to their shares in the company.</p>
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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 2025, 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