

# MİGROS



## MİGROS TİCARET A.Ş.

01.01.2019 – 31.03.2019 INTERIM ANNUAL REPORT  
PREPARED PURSUANT TO THE CMB SERIES:II NO:14.1

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## CORPORATE PROFILE

Company	: Migros Ticaret A.Ş.
The Date of Foundation*	: 19.03.2008
Trade Registry Office	: Istanbul Trade Registry Office
Trade Registry Number	: 659896
Tax Administration	: Büyük Mükellefler Vergi Dairesi
Tax ID	: 6220529513
Address	: Atatürk Mahallesi Turgut Özal Bulvarı No: 7 34758 Ataşehir - İstanbul
Phone	: 0216 579 30 00
Fax	: 0216 579 35 00
Corporate Web Site	: <a href="http://www.migroskurumsal.com">www.migroskurumsal.com</a>
E-mail	: <a href="mailto:malimigros@migros.com.tr">malimigros@migros.com.tr</a>
Share Capital	: TL 181,054,233
Capital Ceiling	: TL 500,000,000
Stock Exchange	: Borsa İstanbul
Listing Year at the Stock Exchange**	: 2009
Symbol	: MGROS.IS

(\*): Migros Türk T.A.Ş. and Moonlight Perakendecilik ve Ticaret A.Ş., established in March 19, 2008, were merged on April 30, 2009. Moonlight changed its name to Migros Ticaret A.Ş. subsequent to the merger.

(\*\*): It is the first listing date of Migros Ticaret A.Ş. in ISE following the merger with Migros Türk T.A.Ş.

## INTRODUCTION: AN ECONOMIC REVIEW AND RETAIL MARKET

Gross Domestic Product (GDP) grew by 2.6% in 2018 in real terms. The consumption expenditures of households increased by 1.1% during the same period.

The CPI, which was 20.3% in 2018, grew by 19.71% in March 2019 versus the same month of the previous year. The prices of food and non-alcoholic beverages rose by 29.77% in comparison to last year. According to the latest Inflation Report of the Central Bank of Turkey (CBRT), the annual CPI is expected to be between 12.1% and 17.1% (mid-point of 14.6%) by the end of 2019.

## SECTION 1: CORPORATE INFORMATION

### Board of Directors

The Board of Directors of Migros Ticaret A.Ş. consists of 12 members, of which four are independent members. All the board members except Ömer Özgür Tort are non-executives. The current Board members of our Company are shown below.

Board of Directors	
Tuncay Özilhan	Chairman
Nikolaos Stathopoulos	Vice Chairman
Salih Metin Ecevit	Board Member
Talip Altuğ Aksoy	Board Member
Kamilhan Süleyman Yazıcı	Board Member
Stefano Ferraresi	Board Member
Salim Abdullah Khalfan Al Ma'mari	Board Member
Ömer Özgür Tort	Board Member and CEO
İzzet Karaca	Independent Board Member
Hüseyin Faik Açıkalın	Independent Board Member
Şevki Acuner	Independent Board Member
Tom Heidman	Independent Board Member

Information on external positions held by Board members and Independent Board Members' Affidavit is provided at the Company corporate website at [www.migroskurumsal.com](http://www.migroskurumsal.com). 9 Board resolutions were taken in the first quarter of 2019.

### Authorities, Duties and Term of Office of the Board of Directors

According to the Articles of Association of the Company, the Board of Directors have the authority to take any decision with the exception of matters that needs the resolution of the General Assembly in accordance with the laws and Company's Articles of Association. The Board of Directors of the Company were appointed at the 2017 Ordinary General Assembly Meeting dated May 15, 2018 until the General Assembly Meeting in which the Company's 2018 accounts are to be discussed.

### Committees of Board of Directors

In accordance with the Board of Directors resolution dated June 20, 2018, it was resolved that, within the scope of the Communiqué on Corporate Governance (II-17.1) of the Capital Markets Board ("CMB"), the Corporate Governance Committee shall be responsible for the duties of the Nomination Committee and Remuneration Committees and that the committees of our Company shall comprise of the following members.

Audit Committee		
İzzet Karaca	President	Non-executive
Şevki Acuner	Member	Non-executive

Corporate Governance Committee		
Hüseyin Faik Açıkalın	President	Non-executive
Kamilhan Süleyman Yazıcı	Member	Non-executive
Recep Yılmaz Argüden	Member	Non-executive
Affan Nomak	Member	Head of Investor Relations

Early Recognition of Risk Committee		
Tom Heidman	President	Non-executive
Talip Altuğ Aksoy	Member	Non-executive
Hüseyin Faik Açıkalın	Member	Non-executive

## Working Principles of Committees

### Working Principles of the Audit Committee

#### Scope and Objective

The Audit Committee, which was formed under the framework of the Capital Markets legislation, is continuing its activities under the auspices of the Board of Directors.

The objective of the Audit Committee is to oversee the operation of the Company's accounting and reporting system in line with the relevant law and regulatory framework, the audit and disclosure to the public of financial information, the operation and effectiveness of the independent audit and internal control systems.

#### Authority

The Audit Committee is formed and authorized by the Board of Directors. The Board of Directors determines the scope of the Audit Committee's duties as well as the working principles applicable thereto. The Audit Committee may make use of independent expert opinions on matters it may deem necessary with regards to its activities and the cost of such consultancy service shall be covered by the Company.

The committee acts within the scope of its own authority and responsibility and may advise the Board of Directors but ultimately the responsibility for making decisions lies with the Board of Directors at all times.

The detailed information on the structure of the Committee and its meetings, its duties and responsibilities, its basis and its effectiveness are provided in our corporate website ([www.migroskurumsal.com](http://www.migroskurumsal.com)) under the Investor Relations tab.

### Working Principles of the Corporate Governance Committee

#### Scope and Objective

The Corporate Governance Committee, which was formed under the framework of the Capital Markets legislation, is continuing its activities under the auspices of the Board of Directors.

The objective of the Corporate Governance Committee, in line with the Communiqué on Corporate Governance (II.17.1) of the Capital Market Board, is to ascertain whether or not the corporate governance principles are being implemented at our Company, if not, the reason for such failure and the conflict of interests arising from this failure to fully comply with these principles, to advise the Board of Directors on improving corporate governance implementation and monitoring the efforts of the Investor Relations Department.

Pursuant to the Communiqué on Corporate Governance, the Corporate Governance Committee also carries out the duties of the Nomination Committee and the Remuneration Committee.

#### Authority

The Corporate Governance Committee is formed and authorized by the Board of Directors. The Board of Directors determines the scope of the Corporate Governance Committee's duties as well as the working principles applicable thereto. The Corporate Governance Committee may make use of independent expert opinions on matters it may deem necessary with regards to its activities and the cost of such consultancy service shall be covered by the Company.

The committee acts within the scope of its own authority and responsibility and may advise the Board of Directors, but ultimately the responsibility for making decisions lies with the Board of Directors at all times.

The detailed information on the structure of the Committee and its meetings, its duties and responsibilities, its basis and its effectiveness are provided in our corporate website ([www.migroskurumsal.com](http://www.migroskurumsal.com)) under the Investor Relations tab.

## **Working Principles of The Early Detection Of Risk Committee**

### **Scope and Objective**

The Early Detection of Risk Committee, which was formed under the framework of the Capital Markets legislation and article 378 of the Turkish Commercial Code numbered 6102, is continuing its activities under the auspices of the Board of Directors.

The objective of the Early Detection of Risk Committee is to determine risks that could endanger the existence, development and continuity of the Company, the implementation of precautions necessary in relation to the risks that have been identified and the management of those risks.

### **Authority**

The Early Detection of Risk Committee is formed and authorized by the Board of Directors. The Board of Directors determines the scope of the Early Detection of Risk Committee's duties as well as the working principles applicable thereto. The Early Detection of Risk Committee may make use of independent expert opinions on matters it may deem necessary with regards to its activities and the cost of such consultancy service shall be covered by the Company.

The committee acts within the scope of its own authority and responsibility and advises the Board of Directors, but ultimately the responsibility for making decisions lies with the Board of Directors at all times.

The detailed information on the structure of the Committee and its meetings, its duties and responsibilities, its basis and its effectiveness are provided in our corporate website ([www.migroskurumsal.com](http://www.migroskurumsal.com)) under the Investor Relations tab.

## **Senior Management**

Migros Senior Management consists of Ömer Özgür Tort (General Manager) and of Ahmet Fuat Yanar, Ferit Cem Doğan, Olcay Yılmaz Nomak, Cem Lütfi Rodoslu, Hakan Şevki Tuncer, Tarık Karlıdağ, Mustafa Murat Bartın, Bülent Kuntay and Kerim Tatlıcı (Assistant General Managers).

At a meeting of the Board of Directors on 25 December 2018, it has been decided as follows:

- Information Technology and Business Development Director Kerim Tatlıcı was appointed as Assistant General Manager for Information Technology and Business Development effective 1 January 2019.
- Distribution Centers and Logistics Director Bülent Kuntay was appointed as Assistant General Manager for Distribution Centers and Logistics effective 1 January 2019.
- Due to the retirement of Erkin Yılmaz, who was serving as Assistant General Manager for Financial Affairs, effective 31 January 2019, the Company's Finance Director Ferit Cem Doğan was appointed as his successor effective 1 February 2019.
- Due to the retirement of Demir Aytaç, who was serving as Assistant General Manager for Human Resources, Industrial Relations and Training, effective 31 January 2019, the Company's Human Resources Director Olcay Yılmaz Nomak was appointed as her successor effective 1 February 2019.

### **Senior management compensation**

The Company has determined senior management personnel as chairman, members of Board of Directors, general manager and assistant general managers.

Total compensation provided to the key management personnel by the Company for the periods ended 31 March 2019 and 31 March 2018 has been provided at Note 19 of Condensed Consolidated Financial Statements for the Interim Period 1 January – 31 March 2019 of the Company.

Key management compensation paid or payable consists of benefits, salaries, premiums, individual pension premiums, vehicle rents and social security insurance employer shares.

## Number of Employees

As of 31 March 2019, the Company employs an average of 31,504 employees including its subsidiaries in Turkey and abroad (31 December 2018: 28,990).

## Subsidiaries

The Company has the following subsidiaries. The nature of the business of the Subsidiaries and for the purpose of the consolidated financial statements, their respective geographical segments are as follows:

As of March 31, 2019;

Subsidiaries	Country of incorporation	Geographical segment	Nature of business	March 2019 (%)	Dec. 2018 (%)
Ramstore Bulgaria E.A.D.	Bulgaria	Bulgaria	Dormant	100.0	100.0
Ramstore Kazakhstan LLC	Kazakhstan	Kazakhstan	Retailing	100.0	100.0
Ramstore Macedonia DOO	Macedonia	Bulgaria	Retailing	99.0	99.0
Sanal Merkez Ticaret A.Ş. (*)	Turkey	Turkey	Dormant	100.0	100.0

(\*) Not included in the scope of consolidation on the grounds of materiality.

## The shareholding structure of Migros Ticaret A.Ş.

As stated in the Company's Articles of Association, there are no privileges in voting rights. All votes are equal. Shareholders may exercise their voting rights during the General Assembly pro rata the total nominal value of their shares. There are no shareholders with whom there is a cross-shareholder relationship. The groups specified in the Articles of Association do not hold any privileged rights to be represented on the Board of Directors and/or any other similar special rights.

The share capital of our Company is TL 181,054,233. The capital structure is as follows:

As of March 31, 2019;

Migros Ticaret A.Ş. Direct Shareholding Structure		
Shareholder	Share (%)	Amount (TL)
MH Perakendecilik ve Ticaret A.Ş.	49.18	89,046,058
Kenan Investments S.A.	14.88	26,937,336
Moonlight Capital S.A.	7.94	14,371,000
Migros Ticaret A.Ş.	1.64	2,962,116
Other	26.37	47,737,723
Total	100.00	181,054,233

Migros Ticaret A.Ş. Indirect Shareholding Structure		
Shareholder	Share (%)	Amount (TL)
AG Anadolu Grubu Holding A.Ş.	50.00	90,527,116
BC Partners & related funds	23.19	41,995,397
Other	26.81	48,531,720
Total	100.00	181,054,233



## **Information About the Most Recent Capital Increase**

No increase was made in the capital during January 01 – March 31, 2019.

## **Information on General Assembly Meeting**

### **General Assembly Meeting**

Meeting Minutes and List of Attendees pertaining to 2017 Ordinary General Assembly Meeting of our Company dated May 15, 2018 were disclosed in our corporate web site ([www.migroskurumsal.com](http://www.migroskurumsal.com)). In the Ordinary General Assembly Meeting, the statutory and the consolidated financial statements dated 31.12.2017, which was prepared in accordance with TFRS and the other agenda articles were duly accepted.

Information regarding the General Assembly Meeting was posted in the Turkish Trade Registry Gazette, the company's corporate website at [www.migroskurumsal.com](http://www.migroskurumsal.com), Public Disclosure Platform and the Electronic General Assembly Portal of Central Registry Agency.

## **Amendments in the Articles of Association**

As stated in the Company's public disclosure dated 19 April 2019, it was resolved to amend "Article 3 – Purpose and Scope" of the Company's articles of association with regard to the Company's needs. The amendment text was posted in the attachment of the aforementioned disclosure.

Application were made to Capital Markets Board on 24 April 2019 in order to obtain the necessary permissions required for the amendment text. The approval letter of Capital Markets Board has been received on 3 May 2019 and the amendment text was announced in our public disclosure dated 6 May 2019 in the form it is approved. In the relevant process, the Ministry of Trade's approval will be obtained and the amendment text will be submitted to the approval of the shareholders at the General Assembly Meeting on 16 May 2019 provided that the approval is received and in the form it is approved.

The final copy of the Articles of Association is posted to the Investor Relations page of the corporate website of the Company ([www.migroskurumsal.com](http://www.migroskurumsal.com)).

## **Authorities and Duties of the Auditors**

Article 400 ("Auditors") of the Turkish Commercial Code reads:

An auditor may be any individual who is licensed pursuant to the Certified Public Accountancy and Chartered Accountancy Act (Statute 3568 dated 1 June 1989) to perform independent audits as a chartered accountant or as a certified public accountant and who has been authorized to do so by the Public Oversight, Accounting, and Auditing Standards Authority and/or by a joint-stock company whose shareholders consist of such individuals.

At the Company's 2017 Ordinary General Assembly Meeting dated May 15, 2018, PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. was elected as auditor for 2018 fiscal year.

## **The Dividend Policy of Migros**

"In line with the Company's long-term strategies, investments and financing plans and profitability, the amount of dividend, which determined by the Board of Directors and submitted for the approval of the General Assembly, computed in accordance with the CMB communiqués and regulations, can be distributed in cash or in the form of bonus shares of stock, or some combination of the two, or retain in the Company.

If General Assembly approves dividend distribution; due dates for distribution will be either decided individually by the General Assembly or General Assembly may authorize Boards of Directors. In any case, distribution should start the latest by the end of the fiscal year, in which the General Assembly approves the dividend distribution. Additionally, distribution is complied with all other requirements stated in Capital Market Law and CMB communiqués.

There are no preferred stocks and any individual to take part in the profits other than shareholders in the Company.

This is the Company's policy for the next three years. Any change in this policy will be publicly disclosed."



## SECTION 2: FINANCIAL INFORMATION

### Sales

(Thousand TL)	Jan. 01 – Mar. 31, 2019	Jan. 01 – Mar. 31, 2018
Domestic sales	4,879,152	3,932,051
Foreign sales	138,738	108,543
Other sales	7,057	3,231
<b>Gross sales</b>	<b>5,024,947</b>	<b>4,043,825</b>
Less: Discounts and returns	-102,278	-103,689
<b>Sales revenue, net</b>	<b>4,922,670</b>	<b>3,940,136</b>

### Financial Statements

Migros - IFRS Consolidated Income Statement Summary (Thousand TL)	Jan. 01 – Mar. 31, 2019	(%)	Jan. 01 – Mar. 31, 2018	(%)
<b>Net Sales</b>	<b>4,922,670</b>	<b>100.0</b>	<b>3,940,136</b>	<b>100.0</b>
Cost of sales (-)	-3,566,888	-72.5	-2,941,638	-74.7
<b>Gross Profit</b>	<b>1,355,782</b>	<b>27.5</b>	<b>998,498</b>	<b>25.3</b>
Operating Expenses	-1,113,787	-22.6	-889,201	-22.6
Other Operating Income / (Expense)	-99,534	-2.0	-59,662	-1.5
<b>Operating Profit</b>	<b>142,461</b>	<b>2.9</b>	<b>49,635</b>	<b>1.3</b>
Income / (Expense) from investment activities	-4,728	-0.1	-3,319	-0.1
<b>Operating Income Before Financial Income / (Expense)</b>	<b>137,733</b>	<b>2.8</b>	<b>46,316</b>	<b>1.2</b>
Financial Income / (Expense)	-359,830	-7.3	-283,020	-7.2
<b>Income/Loss Before Tax</b>	<b>-222,097</b>	<b>-4.5</b>	<b>-236,704</b>	<b>-6.0</b>
Tax Income / (Expenses)	-692	0.0	-15,300	-0.4
Deferred Tax Income	-8,027	-0.2	6,117	0.2
<b>Net Profit / Loss</b>	<b>-230,816</b>	<b>-4.7</b>	<b>-245,887</b>	<b>-6.2</b>
<i>Non-controlling Interest</i>	38	0.0	-2,219	-0.1
<i>Equity holders of Parent</i>	-230,854	-4.7	-243,668	-6.2

<b>EBITDA (with IFRS 16 impact)</b>	<b>489,655</b>	<b>9.9</b>		
<b>EBITDA</b>	<b>313,807</b>	<b>6.4</b>	<b>205,785</b>	<b>5.2</b>
<b>EBITDAR</b>	<b>555,534</b>	<b>11.3</b>	<b>399,930</b>	<b>10.2</b>

Migros IFRS Consolidated Balance Sheet Summary (Thousand TL)	March 2019	(%)	December 2018	(%)
Current Assets	4,431,057	32.6	4,474,261	41.1
Non-current Assets	9,167,091	67.4	6,410,600	58.9
<b>Total Assets</b>	<b>13,598,148</b>	<b>100.0</b>	<b>10,884,861</b>	<b>100.0</b>
Current Liabilities	6,695,293	49.2	6,674,919	61.3
Non-current Liabilities	6,491,540	47.7	3,574,852	32.8
<b>Total Liabilities</b>	<b>13,186,833</b>	<b>97.0</b>	<b>10,249,771</b>	<b>94.2</b>
Equity Attributable to Owners of Parent	409,644	3.0	632,904	5.8
Non-controlling Interest	1,671	0.0	2,186	0.0
<b>Total Equity</b>	<b>411,315</b>	<b>3.0</b>	<b>635,090</b>	<b>5.8</b>
<b>Total Liabilities and Equity</b>	<b>13,598,148</b>	<b>100.0</b>	<b>10,884,861</b>	<b>100.0</b>

## Financial Structure and Profitability Ratios

LIQUIDITY RATIOS	March 2019	December 2018
Current Ratio	0.66	0.67

FINANCIAL STRUCTURE RATIOS	March 2019	December 2018
Financial Leverage (Total Liabilities / Total Liabilities & Equity)	0.97	0.94
Total Liabilities / Equity	32.06	16.14
Financial Liabilities / Total Assets	0.35	0.42
Net Cash Position (Thousand TL)	-3,102,658	-2,818,831

PROFITABILITY RATIOS (%)	Jan. 01 – March 31, 2019	Jan. 01 – March 31, 2018
Gross Profit Margin (with IFRS 16 impact)	27.5%	
Gross Profit Margin	27.2%	25.3%
Operating Profit Margin	2.9%	1.3%
EBITDA Margin (with IFRS 16 impact)	9.9%	
EBITDA Margin	6.4%	5.2%
EBITDAR Margin	11.3%	10.2%
Net Profit / Loss Margin	-4.7%	-6.2%

SHARE PERFORMANCE RATIOS	March 2019	December 2018
Market Cap (Thousand TL)	2,455,095	2,697,708
Share Price (TL)	13.56	14.9
Earnings Per Share (EPS) (TL)	-1.28	-4.61

## Financial Evaluation

Migros applied the definition of a lease and related guidance set out in IFRS 16 to all lease contracts entered into or modified on or after 1 January 2019. IFRS 16 provides a comprehensive model for the identification of lease arrangements and their treatment in the financial statements for both lessors and lessees. The date of initial application of IFRS 16 is 1 January 2019 retrospectively taking into account the cumulative effect in the financial statements.

In the first quarter of 2019, Migros' consolidated sales, reached TL 4.9 billion with a yearly sales growth of 24.9%. The Company opened 19 new stores in the first three months of the year. The consolidated gross profit increased by 34.1% and reached TL 1,339 million. (TL 1,356 million with IFRS 16 impact)

The company recorded TL 314 mn EBITDA (TL 490 mn with IFRS 16) corresponding 6.4% EBITDA margin (9.9% with IFRS 16) in 1Q 2019. EBITDA growth of 52.5% is driven by higher gross profitability, and a better fixed cost absorption due to increase scale. Migros recorded TL 556 mn consolidated EBITDAR (EBITDA before rent) in 1Q 2019, representing a margin of 11.3%.

On the other hand, the company recorded TL 4,762 million total financial debt as of 31 March 2019. (TL 7,622 million financial debt with IFRS 16 impact)

Further depreciation of TL against Euro increased Company's FX losses as well as financial expenses and the Company reported a net consolidated loss of TL 231 mn in 1Q 2019 (with IFRS 16). The Company's shareholders' equity was TL 411 million as of March 31, 2019.

Migros aims at opening 100 new stores in total this year. The consolidated sales growth of Migros is expected to be 20%. Migros expects its consolidated EBITDA margin to be ~6.0% in 2019. The capex requirement is expected to reach TL 300 mn including the maintenance capex.

## The Dividend Distribution

In the Board of Directors meeting on 29 March 2019, the Board of Directors discussed the dividend distribution proposal which will be submitted to the General Assembly. Accordingly;

Within the Communiqué of Capital Markets Board (CMB) No. II-19.1 and in accordance with our articles of association and dividend distribution policies that were disclosed to public by our company, it was resolved to submit no dividend distribution to the approval of General Assembly for 2018 fiscal year as the company recorded net loss at the 2018 consolidated financial statements prepared in accordance with the Turkish Commercial Code and CMB legislation.

The proposal of the Board of Directors will be submitted for approval to the General Assembly at the 2018 Ordinary General Assembly Meeting to be held on 16.05.2019.

## The financial resources and the risk management policies

### Financial Debts

As of March 31, 2019, the outstanding financial debt of the Company stands at TL 4,748,445 thousand.

The redemption schedule of principal amounts of financial debt at 31 March 2019:

(Thousand TL)	Tenge Loan TL Equivalent	Euro Loan TL Equivalent	TL Loan	Total TL Equivalent	Percentage (%)
1 April 2019 - 31 March 2020	6,024	217,799	627,661	851,484	18.1%
1 April 2020 - 31 March 2021	16,092	524,067	196,148	736,306	15.7%
1 April 2021 - 31 March 2022	17,711	868,293	188,199	1,074,203	22.8%
1 April 2022 - 31 March 2023	13,997	1,031,076	182,548	1,227,621	26.1%
1 April 2023 - 18 January 2024	2,536	624,053	186,866	813,455	17.3%
	<b>56,360</b>	<b>3,265,288</b>	<b>1,381,422</b>	<b>4,703,070</b>	<b>%100.0</b>

### Risk Management and Internal Control Mechanism

Pursuant to the applicable provisions of the Turkish Commercial Code, the Early Detection of Risk Committee, which is charged with early diagnosis of risks that may threaten the existence, development and survival of the Company, and with ensuring that necessary actions are taken in relation to those risks, carried on with its activities.

Within the scope of the activities conducted with the Company employees, the Committee follows up various risk indicators, which have been created to ensure identification of the risks that could preclude the achievement of the Company's strategic business goals, to monitor the factors that make up these risks, to determine and measure the probability and impact of the risks, and follows up the risk criteria deemed important.

These risk indicators are analyzed and followed up by the related Company units, and changes are monitored by the Risk Committee. In periodic meetings, the Risk Committee evaluates whether appropriate actions have been taken.

The company's exposure to the fluctuations in foreign exchange rates and interest rates is mainly due to the foreign exchange denominated loans in its Balance Sheet. Foreign exchange risk from loans and fluctuations in Euribor rates are continuously monitored and limited by hedging derivative instruments. Detailed information has been provided at Note 21, titled Exchange Rate Risk and Foreign Currency Position, of Condensed Consolidated Financial Statements for the Interim Period 1 January – 31 March 2019 of the Company.

Risk management is implemented by each subsidiary within the framework of policies decided by the Board of Directors.

The Early Recognition of Risk Committee, which convenes 6 times a year, coordinates to take precaution against predictable risks that the company might face as a result of its financial structure and reports regularly to the Board of Directors about its practices. As mentioned above, the maturity of the Company's current Euro debt is extended via refinancing and some portion of the debt is converted to Turkish Lira. Thus, the currency risk is limited. Reducing the Company's financial indebtedness is one of the priorities of the senior management.

In the conduct and performance of its financial and operational reviews, the Internal Audit Department adheres to the following principles.

- Effective utilization of the resources of the Company,
- Effectiveness of the internal control mechanisms on operations,
- Reliability of financial statements,
- Confirmation of Company assets
- Efficiency and effectiveness of business operations,
- Compliance of employees with the quality management documentation and administrative instructions approved by the management,

The fundamental duties of the Internal Audit Department consist, among other things, of investigating/examining activities and transactions which previously had been determined and reported as having elements of risk in order to ascertain the degree to which such risks have been eliminated or brought under control in line with management-approved recommendations; performing follow-up reviews in situations where more detailed investigations and examinations are necessary.

Any problems that may be discovered during the course of review activities are investigated in detail with the aim of allowing measures to be taken as necessary while recommendations are also made concerning what action should be taken to deal with any losses which the Company is ascertained to have suffered. In all of these efforts, altering processes in such a way as to prevent recurrences of similar incidents is an issue of fundamental concern.

In line with the risk based audit approach and the year's internal control plan, in 2018 the Internal Audit Department conducted financial and operational reviews of various departments and processes. Assessments and recommendations based on review results are submitted to company senior management along with the reports in which matters where improvements may be made in keeping with the philosophy of continuous development are also pointed out. Besides financial and operational reviews, the Internal Audit Department also conducts follow-up reviews on issues about which senior management was previously informed and it was agreed that measures needed to be taken. Similar risk analysis and audits were conducted in the first 3 months of 2019.

#### **The quality and amount of the capital market instruments that have been issued**

In our public disclosure dated 04 May 2018, it was announced that the Migros Board of Directors resolved to issue debt instruments in Turkey in Turkish Liras up to TL 1,000,000,000 and to file an application to the Capital Markets Board for the approval of the issuance certificate(s). Within this context, the application was submitted to CMB on May 28, 2018 and the approval of CMB was granted on 07 June 2018.

#### ***Bond Issuance – July 2018***

In our public disclosures dated 18 July 2018, it was announced that, in line with the CMB's approval dated 07.06.2018 and numbered 25/699 regarding our Company's application in related to bond issuance ceiling of TL1,000,000,000,

- The sale of bond with ISIN code TRSMGTI72110 and maturity date of 14.07.2021 (3 years, i.e. 1,091 days) worth of TL 75,000,000 nominal value was completed on 17.07.2018 and that the issue date of the aforementioned bond was 19.07.2018.
- The sale of bond with ISIN code TRSMGTI72011 and maturity date of 16.07.2020 (2 years, i.e. 728 days) worth of TL 75,000,000 nominal value was completed on 17.07.2018 and that the issue date of the aforementioned bond was 19.07.2018.

The sale of the aforementioned bonds was only for qualified investors.

#### ***Bond Issuance – October 2018***

In our public disclosures dated 23 October 2018, it was announced that

- The sale of bond with ISIN code TRSMGTIE2015 and maturity date of 21.10.2020 (2 years, i.e. 728 days) worth of TL 46,000,000 nominal value has been completed on 22.10.2018 and that the issue date of the aforementioned bond was 24.10.2018.

The sale of the aforementioned bond was only for qualified investors.

#### ***Bond Issuance – February 2019***

In a material event disclosure dated 26 February 2018, it was announced that:

- The sale of the 2-year (i.e. 781 days) floating-rate bond with ISIN code TRSMGTI22115 and maturity date of 24 February 2021 with a nominal value of TRL 200,000,000 was completed on 25 February 2019 and that the issue date of the aforementioned bond was 27 February 2019.

The sale of the aforementioned bonds was exclusively for qualified investors.

## SECTION 3: OPERATIONAL ACTIVITIES

### Position of Migros in the Sector and Investments

Operating in the food and consumer goods sector, Migros Ticaret A.Ş. is engaged in the retail sale of all types of food products and consumer goods, as well as their wholesale for retail consumption. The Company also operates shopping malls in Turkey and abroad through its subsidiaries.

During January 01 – March 31, 2019, Migros Ticaret A.Ş. opened 19 new stores - 9 Migros, 9 Migros Jet and 1 Ramstores abroad - and made TL 42,150 thousand capital expenditures.

The Company operates a network of 2,100 stores in total at the end of March 31, 2019, including 1,153 supermarkets, 775 Migros Jets, 56 hypermarkets, 51 Macrocenter and 20 wholesale stores in seven geographical regions throughout Turkey, as well as 18 Ramstores in Kazakhstan and 27 Ramstores in Macedonia operated through its subsidiaries abroad.

#### New stores opened:

M		MM		Migros Jet	
Ankara	1	Amasya	1	Antalya	1
Giresun	1	Ankara	1	Aydın	2
Samsun	1	Kayseri	1	Bursa	1
Van	1	Malatya	1	Diyarbakır	1
		Samsun	1	Hatay	1
				İstanbul	1
				İzmir	1
				Zonguldak	1
<b>TOTAL</b>	<b>4</b>	<b>TOTAL</b>	<b>5</b>	<b>TOTAL</b>	<b>9</b>

Ramstore	
Macedonia	1
<b>TOTAL</b>	<b>1</b>

## SECTION 4: CORPORATE GOVERNANCE

SAHA Corporate Governance and Credit Rating Services, Inc. ("SAHA"), rated our Company in accordance with the Corporate Governance Principles issued by the Capital Markets Board.

The Corporate Governance Rating of our Company was disclosed as 9.58 (95.81%) as of December 28, 2018 by SAHA in their report made public.

The breakdown of the corporate governance rating of our Company by sub-categories is stated in the table below.

Sub Sections	Weight	Rating (%)
Shareholders	25%	95.67
Public Disclosure and Transparency	25%	98.01
Stakeholders	15%	99.51
Board of Directors	35%	92.75
<b>Average</b>	<b>100%</b>	<b>95.81</b>

### Statement of Compliance with Corporate Governance Principle

Migros Ticaret A.Ş. complies with the “**Communiqué on Corporate Governance (II-17.1)**”, which were announced by the Capital Markets Board of Turkey (CMB) and always aims to improve the principles therein. The application of the main principles of Corporate Governance, which are fairness, transparency, responsibility and accountability are continuously reviewed, deficiencies are addressed with the aspiration of becoming an exemplary role model. The Company has adopted the main principles of Corporate Governance which are:

- a) Fairness
- b) Transparency
- c) Responsibility
- d) Accountability.

Migros Corporate Governance Principles Compliance Report, in addition to the annual report, can be accessed at the corporate website ([www.migroskurumsal.com](http://www.migroskurumsal.com)) in the Investor Relations section.

### Corporate Governance Committee

The working principles of the Corporate Governance Committee are determined by the Board of Directors in line with the requirements of “**Communiqué on Corporate Governance (II-17.1)**” and the requirements of Turkish commercial law. The committee’s duties consist of overseeing the company’s compliance with corporate governance principles, with taking such action as may be required by current Capital Markets Law and other applicable laws, regulations, and administrative provisions, and with making such recommendations to the Board of Directors as may be deemed to be necessary to constantly improve the company’s performance in the area of corporate governance.

A corporate governance committee was set up in 2007 and charged with monitoring corporate governance activities throughout the company and with overseeing the work of the Investor Relations Department.

Furthermore, within the scope of the “**Communiqué on Corporate Governance (II-17.1)**”, it has been resolved that the Corporate Governance Committee will be responsible for the duties of the Nomination Committee and the Remuneration Committee. The committee, consists of five members, convenes four times in a year.

### Investor Relations

Investor Relations Department, founded under the Finance Department in 2003, not only manages the relations with domestic and foreign investors but also the processes related to General Assembly, capital increases and dividend distribution. All enquiries and transactions of the shareholders regarding capital increases and dividend payments are handled here by the Investor Relations Department.

In addition, the Investor Relations communicates directly with various institutions including the Capital Markets Board (CMB), Borsa Istanbul (BIST), Central Registry Agency (CRA) and Takasbank (ISE Settlement and Custody Bank Inc.) and represents the Company. Keeping records of the Board of Directors meetings and material disclosures to the Public Disclosure Platform (KAP) in compliance with the CMB Communiqué on Material Events are among the Department's other activities. Migros' Investor Relations Department keeps up with relevant legislation as well as CMB communiqués and informs the senior management on the matters requiring compliance.

The department also responds to the information requests about the Company. Investor Relations is also responsible for the preparation of the annual reports as well as the coordination of Corporate Governance operations and activities.

All shareholders requesting information about Migros can submit their queries by sending e-mail to [investor\\_relations@migros.com.tr](mailto:investor_relations@migros.com.tr). All other channels of communication are also available for the shareholders.

## **Other Matters**

Fitch Ratings assigned Migros Ticaret A.S. a National Long-Term Rating of 'AA-(tur)' in May 2018 and the rating outlook as stable. In August 2018, Fitch Ratings revised Migros' rating to 'A+(tur)'. The outlook is stable.

The stakeholders can reach the Corporate Governance Principles Compliance Report as well as the information on corporate social responsibility activities which has an impact on social and environmental matters, employees' rights and their vocational training at the Company corporate website at [www.migroskurumsal.com](http://www.migroskurumsal.com). The assessment of the Board of Directors on the Committees' work guidelines and their effectiveness is included in the Corporate Governance Principles Compliance Report.

As announced on October 26, 2018 by Borsa Istanbul, Migros which was included in the BIST - Sustainability Index since the beginning of the index in 2014 was found eligible to stay in index, as the only food retailer so far. The Sustainability Report of the Company is posted on the Company corporate website under the Investor Relations page.

Information about various lawsuits filed against or in favour of the Group is provided in the Note 9 of the Condensed Consolidated Financial Statements for the Interim Period 1 January – 31 March 2019 of the Company. There are no administrative or judicial sanctions against the Company or members of the Board of Directors as a result of practices contrary to legislative provisions.

According to the agreement signed last year between our Company and Tez-Koop. Labor Union, the collective labor agreement covers the period of 01.05.2017 - 31.12.2019.

## **Donations and Assistance**

The upper limit to donations and assistance to grant in 2018 was approved as TL 2,000,000 at the General Assembly.

There have been no special audits or public audits within the fiscal period.

No event of any special importance has occurred at the Company after the end of the fiscal year that could affect the rights of shareholders, creditors or other concerned persons and institutions.

## **Research and Development Activities**

The Company's total R&D expenditures for first 3 months of 2019 is TL 5,543 thousand (1Q 2018: TL 4,933 thousand).

Migros Ticaret A.Ş., which was issued an R&D Center certificate from the Ministry of Science, Industry and Technology, has been continuing with its technical research and development activities in areas of business and software development in 2019.

New practices are being developed at the Migros R&D Center for creating new and/or improving existing processes pertaining to retail activities carried out by the Migros head office in the stores and distribution centres. Applications that mostly contain innovative solutions integrated with technological hardware and smart systems helped to improve our work processes related with customers and suppliers.

## **Subsequent Events**

Information about subsequent events is provided in the Note 23 of the Condensed Consolidated Financial Statements for the Interim Period 1 January – 31 March 2019 of the Company.